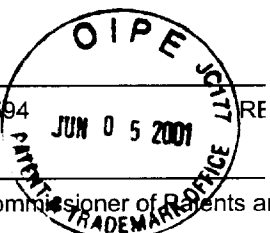


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FORM PTO-1594



101748631

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 07961.0998

To the Honorable Commissioner of Patents and Trademarks. Please return the attached original documents or copy thereof.

1. Name(s) of conveying party(ies):
The Georgia Marble Company

Individual(s)
 Association
 Limited Partnership
 Corporation
 General Partnership
 Other:

Additional name(s) of conveying party(ies) attached? Yes x No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: December 20, 1999

2. Name(s) and address(es) of receiving party(ies):

Name: Imerys Marble, Inc.

Address: 100 Mansell Court, Suite 300
Roswell, Georgia 30076

Individual(s)
 Association
 General Partnership \\
 Limited Partnership \\
 Corporation - Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes x No

4. Application number(s) or registration number(s):

A. Trademark Application Number(s):

B. Trademark Registration Number(s):
Registration No. 1,951,432

Additional numbers attached? Yes x No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Virginia L. Carron, Esq.

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Virginia L. Carron
Name of person signing

Virginia L Carron
Signature

June 4, 2001
Date

Total number of pages including cover sheet, attachments and documents: 3

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE GEORGIA MARBLE COMPANY", CHANGING ITS NAME FROM "THE GEORGIA MARBLE COMPANY" TO "IMERYS MARBLE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2137003 8100

001288878

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0482807

DATE: 06-07-00

TRADEMARK

REEL: 002313 FRAME: 0514

Dec. 22 1999 11:34AM NCR PH# 734 1450 FAX 3027341476

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
THE GEORGIA MARBLE COMPANY**

THE GEORGIA MARBLE COMPANY (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is THE GEORGIA MARBLE COMPANY.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article One and Article Two thereof and by substituting in lieu of said Articles the following new Articles:

1. The name of the corporation is EMERYS MARBLE, INC.

2. The address of the Registered Agent is:

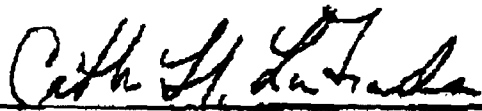
9 East Lockerman Street, Dover, Delaware 19901

^{Kent County}
The name of the Registered Agent is:

National Registered Agents, Inc.

3. The amendments of the certificate of incorporation herein certified have been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed on this 20th day of December, 1999.


Catherine H. LaFandra, Vice President and
General Counsel.

Delaware Certificate of Amendment After Payment of Capital 106 - 1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/21/1999
991550993 - 2197003