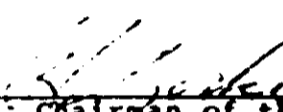


THIRD: That the foregoing amendments have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

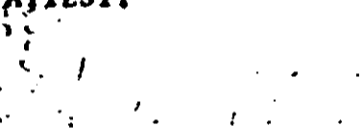
FOURTH: That the capital of Morton-Norwich Products, Inc. will not be reduced under or by reason of said amendment.

FIFTH: That this Certificate of Amendment shall become effective at the close of business on September 24, 1982.

IN WITNESS WHEREOF, this certificate has been made under the seal of Morton-Norwich Products, Inc. and has been signed by the undersigned, Chairman of the Board and Secretary, respectively, of Morton-Norwich Products, Inc. this 23rd day of September, 1982.



Chairman of the Board

ATTEST:


Secretary

22870

RECORDED JAN 24 1984 at 10:00 A.M.

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(CONTINUED ON NEXT PAGE)