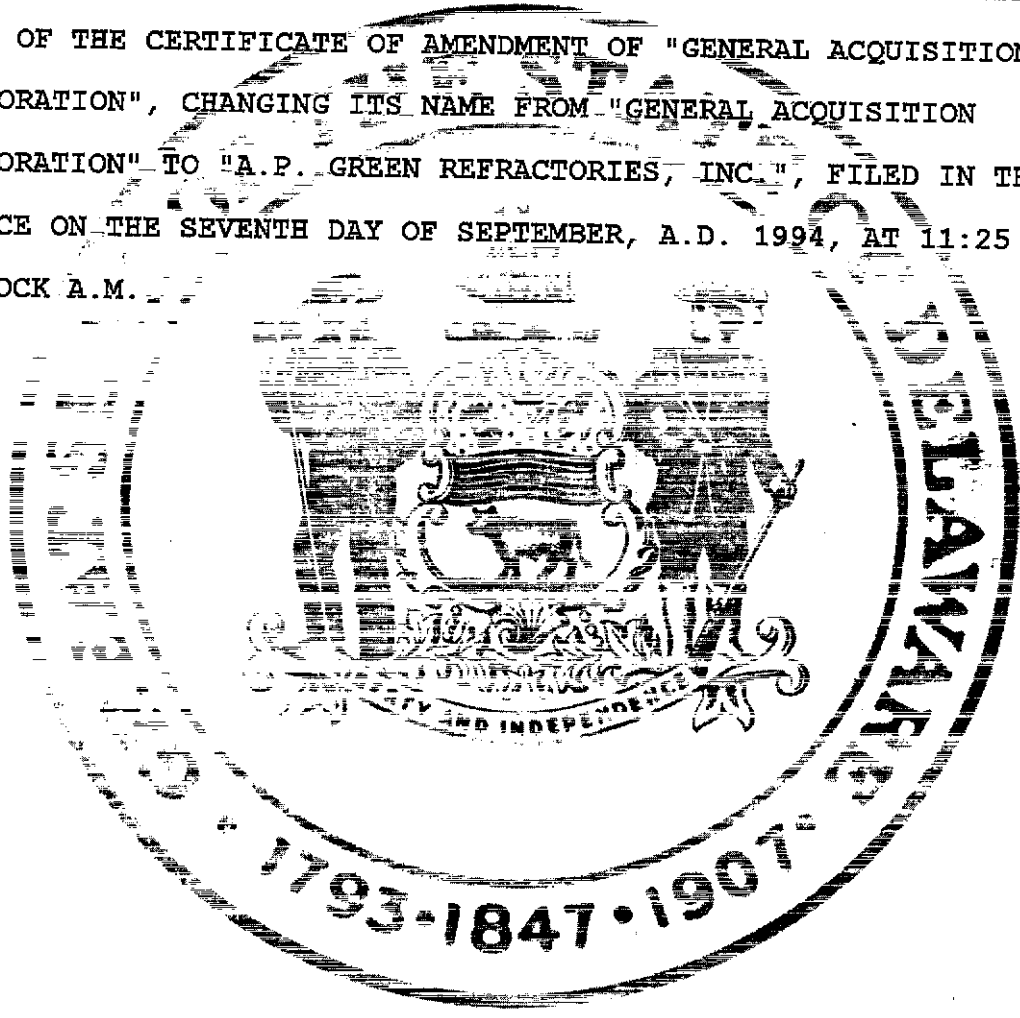


Schedule "C"
PLTC #15252
#37817

State of Delaware
Office of the Secretary of State PAGE 1

ENT 84762 BK 5165 PG 100
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1999 Jul 28 3:30 pm FEE 16.00 BY 55
RECORDED FOR PROVO LAND TITLE COMPANY

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 "GENERAL ACQUISITION CORPORATION", CHANGING ITS NAME FROM "GENERAL ACQUISITION CORPORATION" TO "A.P. GREEN REFRACTORIES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1994, AT 11:25 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2406034 8100
981406157

AUTHENTICATION: 9371513
DATE: 10-26-98

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF GENERAL ACQUISITION CORPORATION**

ENT 84762 BK 5165 PG 101

UNDER SECTION 242 OF THE GENERAL CORPORATION LAW OF DELAWARE

General Acquisition Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The Corporation's Certificate of Incorporation was filed with the Delaware Secretary of State on May 26, 1994.
2. The First Paragraph of the Corporation's Certificate of Incorporation is amended to read, in its entirety, as follows:

"FIRST: The name of the Corporation is A.P. Green Refractories, Inc."
3. The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of Delaware by resolution of the Board of Directors and Stockholders of the Corporation pursuant to Sections 141 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, General Acquisition Corporation has caused the foregoing Certificate of Amendment to be signed and attested by its duly authorized officers as of this 1st day of September, 1994.

GENERAL ACQUISITION CORPORATION

By: Gary L. Roberts
Name: GARY L. ROBERTS
Title: TREASURER

ATTEST:

By: [Signature]
Name: M. KATZ
Title: SECRETARY

The following described tract of land situated in Utah County, State of Utah:

ENT 84762 BK 5165 PG 102

PARCEL #1:

Commencing at a point 184.72 feet East and 742.5 feet North from the West quarter corner of Section 5, Township 5 South, Range 1 East, Salt Lake Base Meridian, said point also being on the East line of the State Road Commission of Utah property as recorded in Book 865, at Page 195 of official records; thence East 931.19 feet, more or less, to the railroad right of way; thence North 25 deg. 02' West 279.1 feet along Westerly line of said railroad right of way; thence West 78.25 feet along said railroad right of way line; thence continuing along the Westerly side of said railroad right of way line on a 2 deg. curve to the left 1188.9 feet, more or less, to the intersection of the Westerly side of said railroad right of way and the East side of a County Road at a point 995.56 feet due North and 184.72 feet West of point of beginning; thence South 608.56 feet, more or less, along said County Road East line; thence South 7 deg. 42' 47" East 322.0 feet, more or less, along Easterly line of State Road Commission property; thence South 0 deg. 05' 27" West 41.00 feet, more or less, along said State Road Commission property line; thence South 89 deg. 54' 33" East 125.00 feet along said State Road Commission property line; thence South 0 deg. 05' 27" West 26.9 feet, more or less, along said State Road Commission property line to the point of beginning.

PARCEL #2:

Commencing at a point 0.25 chains East and 216.50 feet North (parallel to the section line) and North 89 deg. 47' East 399.0 feet from the West quarter corner of Section 5, Township 5 South, Range 1 East, Salt Lake Base and Meridian, said point also being on the Easterly line of the State Road Commission of Utah property as recorded in Book 865, at Page 195 and in Book 862, at Page 609 of official records; thence North 42 deg. 40' 06" West 345.00 feet, more or less, along Easterly line of said State Road Commission property; thence North 0 deg. 05' 27" East 277.50 feet, more or less, along East line of said State Road Commission property; thence East 931.19 feet, more or less, to the railroad right of way; thence South 25 deg. 24' East 452.5 feet, more or less, along Westerly line of said railroad right of way line to South property line; thence South 89 deg. 47' West 215.82 feet, more or less; thence South 8 deg. 48' East 117.85 feet, more or less; thence South 89 deg. 47' West 692.72 feet, more or less, to point of beginning.

PARCEL #3

Beginning at the Northwesterly corner of Grantor's property, said point being identical with the Northeasterly corner of the premises described in deed from Grantors to State Road Commission of Utah, dated the 23rd day of November, 1960, and recorded December 29, 1960 as Entry No. 18202 in the office of the County Recorder of said Utah County, State of Utah, and said point of beginning being East 0.25 chains, North 216.50 feet (parallel to the section line) and North 89 deg. 47' East 399.0 feet from the West quarter corner of Section 5, Township 5 South, Range 1 East, Salt Lake Meridian, and from said point of beginning running thence North 89 deg. 47' East along property line 696.72 feet, more or less, to Easterly property line; thence South 8 deg. 48' East along Easterly property line 202.25 feet, more or less, to South property line; thence South 89 deg. 47' West along South property line 533.62 feet, more or less, to the Southeasterly corner of the premises described in said deed to State Road Commission of Utah; thence North 42 deg. 40' 06" West along the Easterly line of said Road Commission premises 279 feet, more or less, to the point of beginning.

