

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 04/16/1996
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERON, INC.**

A DELAWARE CORPORATION

Ameron, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The Board of Directors of the Corporation adopted a resolution setting forth and declaring a proposed amendment to the Certificate of Incorporation of the Corporation to be advisable and calling for consideration thereof by the stockholders of the Corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article I thereof so that, as amended, said Article shall read as follows:

"ARTICLE I

Name of Corporation

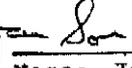
The name of this corporation is: **Ameron International Corporation"**

SECOND: The stockholders of the Corporation considered and voted, by a majority of the outstanding shares, unanimously in favor of the amendment.

THIRD: Said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 3rd day of April, 1996.

AMERON, INC., a Delaware Corporation

BY: 

Name: Javier Solis
Title: Senior Vice President & Secretary