State of Delaware

Office of the Secretary of State

P/

EXHIBIT
K

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 "NEWCO HOLDINGS, INC.", CHANGING ITS NAME FROM "NEWCO HOLDINGS, INC." TO "GAF CORPORATION", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 1989, AT 1:46 O'CLOCK P.M.

PLAINTIFF'S
EXHIBIT
GF-875

Edward J. Freel, Secretary of State

AUTHENTICATION:

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATE OF INCORPORATION

OF

NEWCO HOLDINGS, INC.

FILED

APR 11 1989
1:46 P.M
SECRETARY OF STATE

ADOPTED IN ACCORDANCE WITH THE
PROVISIONS OF SECTION 242 OF THE
DELAWARE GENERAL CORPORATION LAW

It is hereby certified that:

1. The present name of the corporation (the "Corporation") is Newco Holdings, Inc.

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on September 2, 1987.

3. Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

> FIRST: The name of the corporation (hereinafter called the "Corporation") is GAF Corporation.

4. The foregoing amendment was declared advisable by the sole director of the Corporation pursuant to a resolution duly adopting the amendment on March 31, 1989. A written consent to the adoption of the foregoing amendment has been given by the holder of a majority of the outstanding stock of

the Corporation entitled to vote thereon in accordance with Section 228(a) of the Delaware General Corporation Law and written notice of such consent has been given to the stockholders of the Corporation who have not consented in writing to the foregoing amendment as provided in Section 228(d) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Samuel J. Heyman, its President, and Irving Kagan, its Secretary, this 10th day of April, 1989.

NEWCO HOLDINGS, INC.

By: ______________________
Samuel J. Heyman
President and Sole Director

Attest:

____
Irving Kagan
Vice President and Secretary