

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
ICO NORTH AMERICA, INC.

ICO North America, Inc., (the "Corporation"), a corporation existing under and by virtue of the General Corporation Law of the State of Delaware and originally incorporated as ICO Member Services, Inc., does hereby certify that:

FIRST: This Certificate of Amendment amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation, (the "Certificate of Incorporation").

SECOND: The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware and shall become effective upon filing.

THIRD: Article V, Section 1 of the Certificate of Incorporation is amended by deleting Section 1 in its entirety and replacing it with the following:

Section 1. Authorized Capital Stock. Without regard to any other provision of this Certificate of Incorporation, each one (1) share of Class B Common Stock, either issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time this Certificate of Incorporation becomes effective shall be and hereby is automatically reclassified and changed (without any further act) into four (4) fully paid and non-assessable shares of Class B Common Stock.

The total number of shares of capital stock that the Corporation is authorized to issue is 1,199,990,000 shares, consisting of 799,990,000 shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Common Stock") and 400,000,000 shares of Class B Common Stock, par value \$0.001 per share (the "Class B Common Stock"). (The term "Common Stock" will mean the Class A Common Stock and Class B Common Stock collectively).

FOURTH: That all other provisions of the Certificate of Incorporation of the Corporation shall remain in full force and effect;

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 4th day of August, 2005.

By: Craig Jorgens Craig Jorgens
Its: President President