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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 190747 7265486
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 35.00

ORDER DATE : June 18, 2001
ORDER TIME : 9:18 AM
ORDER NO. : 190747-015
CUSTOMER NO: 7265486

CUSTOMER: Ms. Eileen Murphy.
Oil-dri Corporation Of America 800004434988--6
410 North Michigan Avenue
4th Floor
Chicago, IL 60611

CHANGE OF AGENT

NAME: OIL-DRI CORPORATION OF AMERICA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

G. COULLETTE JUN 21 2001

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : Oil-Dri Corporation of America

2. The mailing address of the corporation : 410 N. Michigan Ave.
Chicago, IL 60611

3. Date of incorporation/qualification: December 17, 1984 Document number: 1002359

4. The name and address of the current registered agent and office:
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] June 8, 2001
(Signature of an officer, chairman or vice chairman of the board) (Date)

Daniel S. Jaffee, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
[Signature] 6-20-01
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
Bobbie Hall Assistant Vice President
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***