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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hempel Coatings (USA), Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS

- [ ] Profit
- [ ] Not for Profit
- [ ] Limited Liability
- [ ] Domestication
- [ ] Other

AMENDMENTS

- [ ] Amendment
- [ ] Resignation of R.A., Officer/Director
- [ ] Change of Registered Agent
- [ ] Dissolution/Withdrawal
- [ ] Merger

FILE

OTHER FILINGS

- [ ] Annual Report
- [ ] Fictitious Name

REGISTRATION/QUALIFICATION

- [x] Foreign
- [ ] Limited Partnership
- [ ] Reinstatement
- [ ] Trademark
- [ ] Other

SECOND

BK 3/1/00

Examiner's Initials

CR2E031(7/97)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

00 MAR -1 PM 4:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Hempel Coatings (USA), Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas
(State or country under the law of which it is incorporated)

3. 76-0625485
(FEI number, if applicable)

4. July 6, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 600 Conroe Park North
Conroe, Texas 77303
(Current mailing address)

8. See attached addendum
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Victor Alfano
VICTOR ALFANO
ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) See Attached Addendum

00 MAR -1 PM 4:33

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) See Attached Addendum

President: ______________________

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________

Address: ______________________

____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOEL BENETTI / V-PRESIDENT & GEN. MGR.
(Typed or printed name and capacity of person signing application)

Addendum

HEMPEL COATINGS (USA), INC.

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which Corporations may be incorporated under the Texas Business Corporation Act and, in addition, as follows:

(a) To manufacture, produce, adapt, prepare, grind, mix, compound, import, export, buy, sell and otherwise deal in paints, leads, enamels, stains, pigments, varnish, turpentine, oils, colors, spirits, dryers, zincs, pitch, tar, putty, chemicals and all other substances, supplies and materials pertaining to the paint and color trade.

(b) To manufacture, buy, sell, exchange, import, export, trade and deal in agricultural implements and machinery of every kind, nature and description with the accessories thereof.

(c) To carry on a general merchandising, trading, commission and brokerage business; to buy, manufacture, produce or otherwise acquire, sell, import, export, trade and deal in either as principal, agent, commission merchant, factor, broker or attorney-in-fact, every and all kinds of goods, wares, merchandise, commodities and personal property, and to make and enter into all manner and kinds of contracts, agreements and obligations with any individual, partnership, corporation, association, or other entity, foreign or domestic, including governments or governmental authorities, international, supreme, local, or otherwise.

(d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters of patent of the United States or of any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyright, trademarks and trade names relating to or in connection with any business of this Corporation.

(e) To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, maintain, alter, manage and control directly or through ownership of stock in any other corporation any and all kinds of ships, buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this Corporation.

(f) To sell, assign, transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the Corporation wherever situated, and any and all legal and equitable interests therein.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or other obligations of any corporation or corporations, association or associations, domestic or foreign, or of any firm or individual, or of the United States or any territory or dependency thereof, or of any state or political subdivision thereof, or of any union of nations, or of any foreign government or governmental subdivision; and to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of the Corporation, and while the owner or holder of any such property, to receive, collect or dispose of the interest, dividends and income and other rights accruing on or from such property and to possess and exercise in respect thereof all of the rights, powers and privileges of ownership and including all voting powers connected therewith.

(h) To purchase, acquire and take over, as a going concern or otherwise, and carry on all or any part of the property or business of any person, firm or corporation possessed of property which can be used for any of the purposes of this Corporation, or carrying on any business which this Corporation is authorized to carry on, and as the consideration for the same, to pay cash or to issue shares, stocks, debentures or obligations of this Corporation, and, in connection with any such transaction, to undertake any liabilities relating to the business or property so acquired; when necessary in the course of its business to guarantee or assume, insofar as is authorized to business corporations, the payment of principal, dividends or interest of or on any shares of stock or notes, bonds or other securities of another corporation or of any firm or individual whose stock, business or property shall be acquired in whole or in part by it, or any contract or obligation issued or executed or incurred by any such corporation, firm or individual, and, in so far as is authorized to business corporations, to use its name and credit for the benefit of other corporations, firms or individuals.

(i) To have one or more offices, to carry on all or any of its operations and business without restriction or limit as to amount; to purchase or otherwise acquire, hold, own, mortgage and sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or dependencies of the United States and in any and all foreign countries and international zones.

(j) The foregoing and following clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Texas; and it is hereby expressly provided that the enumeration herein of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and that this Corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinabove enumerated either alone or in association with other corporations, firms, individuals or governmental authorities to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

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ADDENDUM

Hempel Coatings (USA), Inc.

Officers:

Pierre Jullien - President
600 Conroe Park North
Conroe, Texas 77303

Joel Benetti - Vice President and Secretary
600 Conroe Park North
Conroe, Texas 77303

Directors:

Pierre Jullien
600 Conroe Park North
Conroe, Texas 77303

B.F.M. Van Rijn
600 Conroe Park North
Conroe, Texas 77303

The State of Texas

SECRETARY OF STATE

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DIVISION OF CORPORATIONS
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IT IS HEREBY CERTIFIED that
Articles of Incorporation of

HEMPEL COATINGS (USA), INC.
File No. 1542325

were filed in this office and a certificate of incorporation was issued to this corporation, and no certificate of dissolution is in effect and the corporation is currently in existence.

THE STATE OF TEXAS

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on December 23, 1999.

Elton Bomer

BAM

Elton Bomer
Secretary of State