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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

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FOREIGN PROFIT/NONPROFIT CORPORATION

MEXICHEM AMERICA, INC.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA H07000190110 3

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. Mexichem America, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ine.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. being applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 17, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US
(Principal office address)

2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US
(Current mailing address)

8. To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Brian Courtney Asst. V. Pres.
(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.

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12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Ricardo Gutierrez Muñoz

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

Director: Juan Felipe Martínez Umaña

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

Director: Armando Vallejo Gómez

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

Director: Rodolfo Silva Meléndez

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

B. OFFICERS

President: Ricardo Gutierrez Muñoz

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

Vice President: Ron Gottfried

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

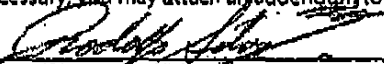
Secretary: Rodolfo Silva Meléndez

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

Treasurer: Armando Vallejo Gómez

Address: 2875 N.E. 191 STREET, SUITE 704, AVENTURA, FL 33180 US

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Rodolfo Silva Meléndez, Secretary
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEXICHEM AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEXICHEM AMERICA, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5849991

DATE: 07-18-07

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