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DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

International Paint LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. International Paint LLC
(Name of Foreign Limited Liability Company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 61-0310940
(FEI number, if applicable)
- 4. January 1, 2005
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 6001 Antoine Drive, Houston, Texas 77091
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Please see attached list.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

manufacture and/or distribution of paints and coatings

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles S.K. Scudder

Typed or printed name of signer

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INTERNATIONAL PAINT LLC
U.S. Tax ID # 61-0310940

Updated January 1, 2005

MANAGERS

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS ADDRESS</u>
Arabinda Ghosh	6006 Shade Alcove Court Kingwood, Texas 77345	c/o International Paint LLC 6001 Antoine Drive Houston, Texas 77081
Eifion Jones	14030 Conway Place Cypress, Texas 77395	c/o International Paint LLC 6001 Antoine Drive Houston, Texas 77091
Kevin Fleetwood	6317 Braxton Court Gurnee, Illinois 60031	c/o International Paint LLC 1 E. Water Street Waukegan, Illinois 60085
Janice L. Lucchesi	1301 N. Dearborn, Apt. 506 Chicago, Illinois 60610	c/o Akzo Nobel Services Inc. 525 West Van Buren Street Chicago, Illinois 60607-3823
Charles S.K. Scudder	104 Shaker Road New Canaan, Connecticut 06840	c/o Akzo Nobel Services Inc. 7 Livingstone Avenue Dobbs Ferry, New York 10522-2222

OFFICERS

***President and Chief
Executive Officer, Americas***

Arabinda Ghosh (See above) (See above)

President, Aerospace Coatings

Kevin Fleetwood (See above) (See above)

***Vice President, Finance &
Administration, Marine and
Protective Coatings,
Americas***

Eifion Jones (See above) (See above)

***Vice President, Finance --
Aerospace Coatings***

David P. Betti 1021 Barnhill Road
Mundelein, Illinois 60080 c/o International Paint LLC
1 E. Water Street
Waukegan, Illinois 60085

***Vice President and General
Manager, Yacht Coatings***

Steven R. Schultz 10 Parrott Drive
Parsippany, New Jersey 07054 c/o International Paint LLC
2270 Morris Avenue
Union, New Jersey 07083

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INTERNATIONAL PAINT LLC (continued from page 1)

**Vice President, Finance --
Yacht Coatings**

Gurmukh S. Mudhar	25 Amy Drive	North c/o International Paint LLC 2270 Morris Avenue Union, New Jersey 07083
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Vice President, Tax

Janice L. Luochesi	(See above)	(See above)
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Vice President and Secretary

Charles S.K. Scudder	(See above)	(See above)
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Assistant Secretary

Wallace White, Jr.	8333 Cedarspur	c/o International Paint LLC
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Assistant Secretary

Brian P. Curtis		c/o Akzo Nobel Services Inc. 525 West Van Buren Street Chicago, Illinois 60607-3823
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Tax Officer

James J. Jackson	2200 Pioneer Road Evanston, Illinois 60201	c/o Akzo Nobel Services Inc. 525 West Van Buren Street Chicago, Illinois 60607-3823
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Tax Officer

Patricia M. Giba	585 Red Bridge Road Lake Zurich, Illinois 60047	c/o Akzo Nobel Services Inc. 525 West Van Buren Street Chicago, Illinois 60607-3823
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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

International Paint LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

CT Corporation System

By:

Michael J. Smith
(Signature)

Michael J. Smith
Assistant Secretary

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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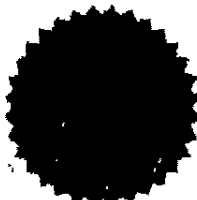
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL PAINT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JANUARY, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3891165

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DATE: 01-03-05