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#### **CT** CORPORATION

January 8, 2003

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 5722383 WO

Customer Reference 1: 399 (Bayer Corporation)

Customer Reference 2: 14 (Qual)

Dear Secretary of State, Florida:

Please file the attached:

Bayer Polymers LLC (DE) Registration Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton Sr. Fulfillment Specialist Jeff\_Netherton@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615



### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

(Street address of principal orthice)  (FEI number, if applicable)  (FEI number, if applicable)  (FEI number, if applicable)  (FEI number, if applicable)  (Date of Organization)  (Date of Organization)  (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)  (Street address of principal orthice)  If Limited liability company is a manager-managed company, check here		(Name	of foreign li	mited liability company)	
Company is organized   Companized   Compan	Delaware		3	06-1653740	
(Date of Organization)  (Duration: Year limited liability company will cease to exist or "perpetual")  Upon filing  (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)  100 Bayer Road, Pittsburgh, PA 15205  (Street address of principal orfice)  If limited liability company is a manager-managed company, check here  The usual business addresses of the managing members or managers are as follows:  Bayer Corporation, 100 Bayer Road, Pittsburgh, PA 15205  Attached is an original excisions of existence, no more than 90 days old, duly authenticated by the official having custody of recipient in the law of which it is organized. (A phytocopy is not acceptable. If the certificate is in a foreign language, a solution of the exciticate under each of the translator must be submitted.)  Nature of business or purposes to be conducted or promoted in Florida:  The purpose of the company is to engage in any lawful act or activity for which companies may be organized to do business under the law of Florida.  Signature of a member of an authorized representative of a member. (In accordance with sociolog 564-508(3), F.S., the execution of this document constitutes an affirmation under the prashies of perjury that the facts trated bertin are true.)	(Jurisdictio				
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0 1 5 14 5 14 5 6		(In accordance with section 60)	1.402(3), F.S.	, the execution of this document constitutes	
		an arrumation under the penal	oct of beilmi	In at the facts stated herein are true.)	

## 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 Liabili	y Company is:	
Bayer Polymers LLC		
2. The name and the Florida street	address of the registered agent and office a	ure:
		DIVIE
C T Corporation System	<u>n</u>	
	(Name)	SION OF
c/o C T Corporation Sy	stem, 1200 South Pine Island Road	8 CORO
Florida s	treet address (P.O. Box NOT ACCEPTABLE)	
	· · · · · ·	1: 35
Plantation	FL 33324	<b>5</b>
	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, F.S..

C T Corporation System

Christine M. Eastwill

Assistant Secretary

(Signature)

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

# Delaware

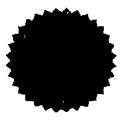
PAGE 1

#### The First State

I, HARRIET SMITE WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYER POLYMERS 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 TWENTY-FOURTH DAY OF DECEMBER, A.D. 2002.

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





3492630 8300

020796659

Darriet Smith Hindson Harriet Smith Windson, Secretary of State

AUTHENTICATION: 2169275

DATE: 12-24-02