

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Apr 28 1997 8:00am  
Secretary of State

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| <b>PROFIT CORPORATION ANNUAL REPORT 1997</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                                                                                                                                                                                                             |  |
| <b>DOCUMENT #</b><br>1. Corporation Name<br><br><b>DEGUSSA CORPORATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| Principal Place of Business<br><b>65 CHALLENGER ROAD<br/>RIDGEFIELD PARK, NJ 07660</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                          | Mailing Address<br><b>65 CHALLENGER ROAD<br/>RIDGEFIELD PARK, NJ07660</b>                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 3. Date Incorporated or Qualified<br><b>9/22/77</b><br>3a. Date of Last Report<br><b>1/18/96</b><br>4. FEI Number<br><b>63-0673043</b><br>5. Certificate of Status Desired <input type="checkbox"/><br>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/><br>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 9. Name and Address of Current Registered Agent<br><b>CSC CORPORATION SERVICE COMPANY<br/>1201 Hays Street<br/>Suite 105<br/>Tallahassee, FL 32301</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code<br><b>FL</b>                                                                                                                                                                                                                                                                                         |  |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.<br>SIGNATURE: <i>Karen B. Rozer</i> <b>Karen B. Rozer, As Its Agent</b> DATE: _____<br>(NOTE: Registered Agent Signature is not applicable) |  |                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 12. OFFICERS AND DIRECTORS<br>TITLE NAME STREET ADDRESS CITY-ST-ZIP<br>1. <input type="checkbox"/> DELETE<br><b>See Statement Attached</b><br>2. <input type="checkbox"/> DELETE<br>3. <input type="checkbox"/> DELETE<br>4. <input type="checkbox"/> DELETE<br>5. <input type="checkbox"/> DELETE<br>6. <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                   |  |                                                                                          | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12<br>1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP<br>2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP<br>3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP<br>4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP<br>5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP<br>6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP<br><b>300002159933</b><br><b>-04/30/97--01022--040</b><br><b>***165.00</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |

SIGNATURE: *New Rose Zinder*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/18/97  
Date

201-641-6100  
Daytime Phone

CR2E034 (9/96)

**OFFICERS**  
**DEGUSSA CORPORATION**

*Pg 2-0F2*

**HEINZ JOACHIM WAGNER**  
S.S. #084-80-9373

**CHAIRMAN OF THE BOARD**  
Postfach 11 05 33  
Weissfrauenstrasse 9  
6000 Frankfurt 11

**ANDREW J. BURKE**  
S.S. #137-50-1654

**PRESIDENT AND CHIEF EXECUTIVE OFFICER**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**JOHN W. ESCHENLOHR**  
S.S. #064-44-1077

**EXECUTIVE VICE PRESIDENT, METAL GROUP**  
3900 S. Clinton Avenue  
S. Plainfield, New Jersey 07080

**DR. SVEN-PETER MANNSFELD**  
S.S. #424-92-4463

**EXECUTIVE VICE PRESIDENT,  
TECHNOLOGY, ENGINEERING & PLANT SERVICES**  
Theodore Industrial Park, Degussa Road  
Theodore, Alabama 36582

**JOHN MEDINA**  
S.S. #439-64-7320

**EXECUTIVE VICE PRESIDENT, PIGMENT GROUP**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**KARL J. SCHMIDT**  
S.S. #146-72-9141

**VICE PRESIDENT & CHIEF FINANCIAL OFFICER,  
FINANCE**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**MARC SAMSON**  
S.S. #112-84-7271

**EXECUTIVE VICE PRESIDENT, CHEMICAL GROUP**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**L. ED SIMS**  
S.S. #263-62-0724

**VICE PRESIDENT, HUMAN RESOURCES**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**DENNIS J. TAYLOR**  
SS. #546-50-9347

**VICE PRESIDENT, SECRETARY & GENERAL COUNSEL**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**MARY ROSE ZEHNDER**  
S.S. #115-44-8722

**VICE PRESIDENT AND TREASURER**  
65 Challenger Road  
Ridgefield Park, New Jersey 07660

**H: OFFICERS**  
Effective April 19, 1996