

Document Number Only

B970000000625

OF CORPORATION SYSTEM

600 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
97 NOV 19 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/19/97 01058-030
*****87.50 *****87.50

Equistar Chemicals, LP

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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CR2E031 (1-89)

PK 11/19/97

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Equistar Chemicals, LP
(Name of limited partnership as it is in the home state;
2. Equistar Chemicals, Limited
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. October 17, 1997
(State of Formation) (Date of Formation)
5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM
(Officer must sign on this line)
Kerry Galvin, Vice-President
(Type Name and Title of Officer)
8. 1221 McKinney, Suite 1600, Houston, Texas 77010
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
See Attached Addendum
10. 1221 McKinney, Suite 1600, Houston, Texas 77010
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. 1221 McKinney, Suite 1600, Houston, Texas 77010
(Mailing Address of Limited Partnership)

This 6th day of November, 1997.

Lyondell Petrochemical GP, Inc
General Partner

By: Key Habra, Vice President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF Texas

COUNTY OF Harris

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of Nov, 1997, by Lyondell Petrochemical GP, Inc (Name of General Partner) of Equistar Chemicals, LP (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

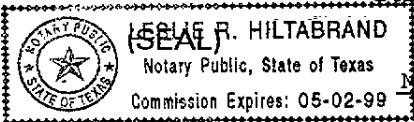
Leslie Hiltabrand

Leslie R. Hiltabrand

Notary Public

State of Texas at Large

My Commission Expires:



May 2, 1999

Addendum

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- I. Name: Lyondell Petrochemical G.P. Inc.
Business address: 1221 McKinney, Suite 1600, Houston, Texas 77010
Residence address: F97000006118
- Name: Millennium Petrochemicals GP LLC
Business address: Meadowood Shopping Center, 2664 Capitol Trail, Newark,
Delaware 19711
Residence address: M97000000738

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Lyondell Petrochemical G.P., Inc., a general partner of Equistar Chemicals, L.P., a (an) _____, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 980,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

This 6th day of November, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

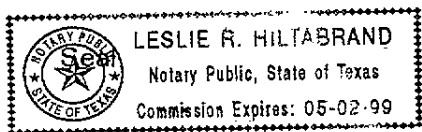
General Partner

By: Ken Habron, Vice President
Lyondell Petrochemical G.P., Inc.

STATE OF TEXAS
COUNTY OF HARRIS
DATE NOV 6, 1997

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Lyondell Petrochemical G.P., Inc. (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of NOVEMBER, 1997.



Leslie R. Hiltabrand
Notary Public

State of TEXAS at Large
My Commission Expires:
11-6-97