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FILED
01 JUN 27 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 192218 4812909
AUTHORIZATION : Patricia Piguet
COST LIMIT : \$ 70.00

ORDER DATE : June 19, 2001

ORDER TIME : 10:14 AM

ORDER NO. : 192218-005

CUSTOMER NO: 4812909

400004447714--5

CUSTOMER: Ms. Christine Didomizio
Degussa-huls Corporation
65 Challenger Road

Ridgefield Park, NJ 07660

FOREIGN FILINGS

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUN 27 AM 11:22

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

NAME: ROHM AMERICA INC.

QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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*

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1. Rohm America Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 22-3585081
(FEI number, if applicable)
4. May 01, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
c/o Rodger B. Cram, 2 Turner Place
7. Piscataway, NJ 08855
(Principal office address)
same
(Current mailing address)
8. Distribution of specialty chemical products. To engage in any 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 or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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: Elizabeth R. Konieczny

(Registered agent's signature)

Elizabeth R. Konieczny, Assistant Vice President

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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Rodger B. Cram
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rodger B. Cram, President

(Typed or printed name and capacity of person signing application)

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FLORIDA

Rhome America Inc.

Directors

Rodger B. Cram
Rohm America Inc.
2 Turner Place
Piscataway, NJ 08855

Thomas Haeberle
Degussa AG
Kirschenallee
D-64293 Darmstadt
GERMANY

Wolfgang Minnerup
Degussa AG / Infracor GmbH
Standort Wolfgang
Abt. SOWO-L, Rhodenbacher Chaussee 4
63457 Hanau-Wolfgang
GERMANY

Hans-Peter Schaufler
Degussa AG
Kirschenallee
D-64293 Darmstadt
GERMANY

Dennis J. Taylor
Degussa Corporation
379 Interpace Parkway, P.O. Box 677
Parsippany, NJ 07054-0677

Officers

Rodger B. Cram, President
Rohm America Inc.
2 Turner Place
Piscataway, NJ 08855

Dennis J. Taylor, Secretary
Degussa Corporation
379 Interpace Parkway, P.O. Box 677
Parsippany, NJ 07054-0677

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROHM 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 TWENTY-FIFTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROHM AMERICA INC." WAS INCORPORATED ON THE FIRST DAY OF MAY, A.D. 1988.

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SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2891265 8300

AUTHENTICATION: 1209222

010304798

DATE: 06-25-01