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ACCOUNT NO. : 072100000032
 REFERENCE : 713949 4331207
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 70.00

ORDER DATE : August 21, 2002
 ORDER TIME : 12:26 PM
 ORDER NO. : 713949-005
 CUSTOMER NO: 4331207
 CUSTOMER: Rachel E. Jackson, Esq
 Kavinoky & Cook
 120 Delaware Avenue
 Buffalo, NY 14202

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 DIVISION OF CORPORATIONS
 1111 ANHANGERS BUILDING

FOREIGN FILINGS

NAME: ATC CHEMICAL CORPORATION

700007288277--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

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**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.*

1. ATC Chemical Corporation
(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. New York 3. 16-1418704
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 4, 1992 5. perpetual
(Date of incorporation) (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.)

7. 1051 Clinton Street, Buffalo, New York 14206
(Principal office address)

1201 Hays Street, Tallahassee, Florida 32301
(Current mailing address)

8. Any lawful act or activity
(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, Florida 32301
(City) (Zip code)

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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

Douglas Burt

(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas J. Johannsen

Address: 1051 Clinton Street

Buffalo, NY 14206

Director: _____

Address: _____

B. OFFICERS

President: Thomas J. Johannsen

Address: 1051 Clinton Street

Buffalo, NY 14206

Vice President: _____

Address: _____

Secretary: Thomas J. Johannsen

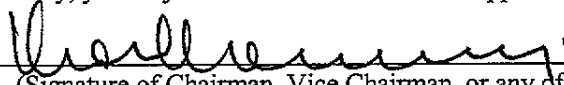
Address: 1051 Clinton Street, Buffalo, NY 14206

Treasurer: Thomas J. Johannsen

Address: 1051 Clinton Street, Buffalo, NY 14206

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

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

14. Thomas J. Johannsen, President
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of ATC CHEMICAL CORPORATION was filed on 06/04/1992, with perpetual-duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of August
two thousand and two.

A handwritten signature in black ink, appearing to read "Ken A. D...".

Secretary of State

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