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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

ALUSA GP, INC.

Certificate of Status	0
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Page Count	03
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TELETYPE UNIT
DIVISION OF CORPORATION

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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. ALUSA GP, 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 3. 73-1658235
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Aug. 9, 2002 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. c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056
(Principal office address)
c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056, Attn: Secretary
(Current mailing address)
8. General Partner
(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: CAPITOL CORPORATE SERVICES, INC.
Office Address: 1333 NORTH DUVAL ST.
TALLAHASSEE, Florida 32303
(City) (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.

Chris Roberts, Pres.

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Pierre Dufour

Address: c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056

Director: Scott Krapf

Address: c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056

B. OFFICERS

President: Pierre Dufour

Address: c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056

Asst. Secretary: Kevin Feeney

Address: c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056

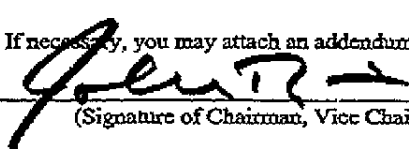
Secretary: John Baird

Address: c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056

Treasurer: Gregory B. Alexander

Address: c/o Air Liquide America L.P., 2700 Post Oak Blvd., Houston, TX 77056

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. John N. Baird, Secretary
(Typed or printed name and capacity of person signing application)

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Delaware

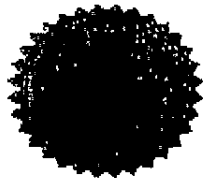
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALUSA GP, 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-THIRD DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALUSA GP, INC." WAS INCORPORATED ON THE NINTH DAY OF AUGUST, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1997932

DATE: 09-23-02

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