

FD30000000164

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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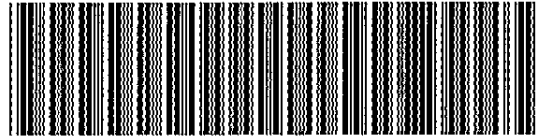
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 JAN 13 AM 11:38
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

January 13, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5721997 WO
Customer Reference 1: 399 (Bayer Corporation)
Customer Reference 2: 14 (Qual)

Dear Secretary of State, Florida:

Please file the attached:

Bayer Chemicals Corporation (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Bayer Chemicals 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. Delaware 3. 06-1653708
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/17/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(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. 100 Bayer Road, Pittsburgh, PA 15205
(Principal office address)
same
(Current mailing address)
See Attachment
8. _____
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

Christine M. Eastwing
Assistant Secretary

By:  C T Corporation System
(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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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

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

**Attachment to
Bayer Chemicals Corporation
Specific Purpose Clause**

(1) The development, manufacture, importation, distribution and sale of chemical products including but not limited to, industrial chemicals, cellulose derivatives, organic colorants, inorganic pigments, agrochemicals, pharmaceutical active ingredients, ion exchange resins, industrial biocides and preservatives, polymer additives and textile, leather and papermaking processing chemicals and (2) the provision of technical and other services related to the development, manufacture, importation, distribution and sale of such chemical products.

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TALLAHASSEE, FLORIDA

**Attachment to
Bayer Chemicals Corporation
List of Officers and Directors Addresses**

Office Held	Name	Business Address
Director	Dr. Attila Molnar	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Director	Randall S. Dearth	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Director	Dr. Ulrich Koemm	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
President and Chief Executive Officer	Randall S. Dearth	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Vice President and Senior Administrator	Guy Kingwill	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Vice President, General Counsel, and Secretary	Marcy Tenaglia	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Treasurer	Jon R. Wyne	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Vice President, Billroller, and Chief Accounting Officer	Dr. Frank Wenzel	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Assistant Treasurer	Paul Wright	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Assistant Treasurer	Tracy Spagnol	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Assistant Secretary	Keith R. Abrams	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205
Assistant Secretary	Godfried Akorli	Bayer Corporation 100 Bayer Road Pittsburgh, PA 15205

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Delaware

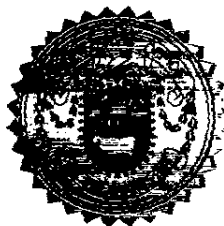
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYER CHEMICALS CORPORATION" 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-FOURTH DAY OF DECEMBER, A.D. 2002.

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

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STATE
HALLWAY, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3581599 8300

AUTHENTICATION: 2169110

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DATE: 12-24-02