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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 239059 7214472

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 2003

ORDER TIME : 9:38 AM

ORDER NO. : 239059-025

CUSTOMER NO: 7214472

CUSTOMER: Ms. Melanie Smith
Alcoa Inc.
201 Isabella Street

Pittsburgh, PA 15212

FOREIGN FILINGS

NAME: REYNOLDS METALS EXPLORATION,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

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. Reynolds Metals Exploration, 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. 52-1598064
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/5/1988 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. 6603 West Broad Street, Richmond VA 23230
(Principal office address)
- 6603 West Broad Street, Richmond, VA 23230
(Current mailing address)
8. Holds Interest in Partnership/LLC Company
(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)

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

[Signature]
(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 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. Julie A. Caponi

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

14. Julie A. Caponi, Vice President

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

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**Reynolds Metals Exploration, Inc.
Officers/Directors Listing**

Directors

Donna C. Dabney 6603 West Broad Street, Richmond, VA 23230

Officers

Donna C. Dabney President 6603 West Broad Street, Richmond, VA 23230

Judith L. Nocito President/Secretary 390 Park Avenue, New York, NY 10022

Donald A. Kluthe Vice President/CFO 201 Isabella Street, Pittsburgh, PA 15212

Julie A. Caponi Vice President 201 Isabella Street, Pittsburgh, PA 15212

Ronald D. Dickel Vice President 201 Isabella Street, Pittsburgh, PA 15212

Dolores A. Yura Assistant Secretary 201 Isabella Street, Pittsburgh, Pa 15212

Judith S. Schrecker Assistant Treasurer 201 Isabella Street, Pittsburgh, PA 15212

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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 "REYNOLDS METALS EXPLORATION, 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 ELEVENTH DAY OF SEPTEMBER, A.D. 2003.

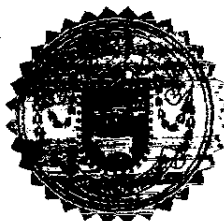
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REYNOLDS METALS EXPLORATION, INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 1988.

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

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2628753

DATE: 09-11-03