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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Sulzer Chemtech USA, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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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. Sulzer Chemtech USA, 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. (FEI number, if applicable)
4. 11/19/1997 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4106 New West Drive, Pasadena TX 77507 (Current mailing address)

8. General Contractor Refinery Maintenance (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 (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.

C T Corporation System
Carmin Rogano (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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 16 PM 3:09

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Urs Fankhauser

Address: Hegfeldstrasse 10, Postfach 65, CH-8404 Winterthur, Switzerland

Vice Chairman: _____

Address: _____

Director: Urs Rathgeb

Address: 555 Fifth Avenue, New York, NY 10017

Director: Mauricio Bannwart

Address: 4106 New West Drive, Pasadena TX 77507

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Mauricio Bannwart

Address: 4106 New West Drive, Pasadena TX 77507

Vice President: Jim Butler

Address: 4106 New West Drive, Pasadena TX 77507

Secretary: Urs Rathgeb, Assistant Secretary

Address: 555 Fifth Avenue, New York, NY 10017

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. Urs Rathgeb, Assistant 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 "SULZER CHEMTECH USA, 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 SIXTEENTH DAY OF MARCH, A.D. 2004.

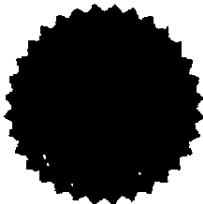
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SULZER CHEMTECH USA, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF NOVEMBER, A.D. 1997.

2823079 8300

040194368



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2991086

DATE: 03-16-04