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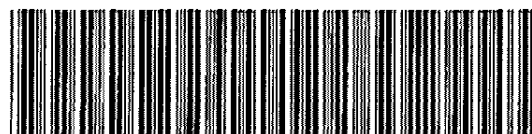
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 646252 4322335
AUTHORIZATION : *Patricia Pizote*
COST LIMIT : \$ 70.00

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TALLAHASSEE, FLORIDA

ORDER DATE : May 13, 2004

ORDER TIME : 9:50 AM

ORDER NO. : 646252-010

CUSTOMER NO: 4322335

CUSTOMER: Ms. Amy Brown
Katz, Teller, Brant & Hild
2400 Chemed Center
255 East Fifth Street
Cincinnati, OH 45202

FOREIGN FILINGS

NAME: FREMONT ACQUISITION, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

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. Fremont Acquisition, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio

(State or country under the law of which it is incorporated)

3. 20-0808492

(FEI number, if applicable)

4. 02/20/2004

(Date of incorporation)

5. Perpetual

(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. 2828 Highland Avenue Cincinnati OH 45212

(Principal office address)

2828 Highland Avenue Cincinnati OH 45212

(Current mailing address)

8. Sale of specialty chemical products.

(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

(City)

, Florida 32301

(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

Amy C. [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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Melvyn Fisher

Address: 2828 Highland Avenue

Cincinnati OH 45212

Director: _____

Address: _____

B. OFFICERS

President: & Asst. Secretary William D. Oeters

Address: 2828 Highland Avenue

Cincinnati OH 45212

Vice President: _____

Address: _____

Secretary: & CEO Melvyn Fisher

Address: 2828 Highland Avenue Cincinnati OH 45212

Treasurer: & CFO Jeffrey A. Pakrosnis

Address: 2828 Highland Avenue Cincinnati OH 45212

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

13. Jeffrey A. Pakrosnis

(Signature of Director or Officer listed in number 12 of the application)

14. Jeffrey A. Pakrosnis, Chief Financial Officer

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

**United States of America
State of Ohio
Office of the Secretary of State**

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **FREMONT ACQUISITION, INC.**, an Ohio corporation, Charter No. 1443000, having its principal location in Cincinnati, County of Hamilton, was incorporated on February 20, 2004 and is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 13th day of May, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State