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Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION
ACP-MSC ACQUISITION CORP.

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TALLAHASSEE, FLORIDA

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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. ACP-MSC Acquisition Corp.

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

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

2. Delaware

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

3. 28-1119076

(FBI number, if applicable)

4. 5/13/04

(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 617.155, F.S.)

c/o Arsenal Capital Partners

7. 1350 Avenue of the Americas, 27th Floor, New York, NY 10019

(Principal office address)

c/o Arsenal Capital Partners

1350 Avenue of the Americas, 27th Floor, New York, NY 10019

(Current mailing address)

8. Manufacture of specialty chemicals

(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 Hay Street

Tallahassee

(City)

Florida 32302

(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

(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:

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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. _____

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

14. _____

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

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ACP-MSC ACQUISITION CORP.

<u>Officers</u>	<u>Address</u>
Michael Wimbley - President	1350 Avenue of the Americas, 27 th Floor New York, NY 10019
Barry B. Siadat - Vice President	1350 Avenue of the Americas, 27 th Floor New York, NY 10019
Terrence M. Mullen - Vice President	1350 Avenue of the Americas, 27 th Floor New York, NY 10019
Bill Dias - Secretary	1350 Avenue of the Americas, 27 th Floor New York, NY 10019
Jack A. Norris - Assistant Secretary	1350 Avenue of the Americas, 27 th Floor New York, NY 10019

<u>Directors</u>	<u>Address</u>
Barry B. Siadat	1350 Avenue of the Americas, 27 th Floor New York, NY 10019
Terrence M. Mullen	1350 Avenue of the Americas, 27 th Floor New York, NY 10019

CLERK OF COURT
TALLAHASSEE, FLORIDA

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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 "ACP-MSC ACQUISITION CORP." 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-FIFTH DAY OF MAY, A.D. 2004.

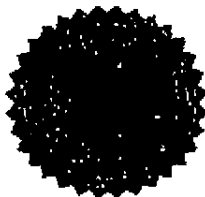
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACP-MSC ACQUISITION CORP." WAS INCORPORATED ON THE THIRTEENTH DAY OF MAY, A.D. 2004.

CLERK OF STATE
TALLAHASSEE, FLORIDA

MAY 25 2004 9:33

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3802834 8300

AUTHENTICATION: 3132905

040387085

DATE: 05-25-04

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