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Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MEMC Electronic Materials, Inc.

Certificate of Status	0
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECRETARY OF STATE
TALLAHASSEE, 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. MEMC ELECTRONIC MATERIALS, INC.

(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.

N/A

(FEI number, if applicable)

4. 10/01/1984

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 2/17/2005

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5785 Via De La Plata Circle, Del Ray Beach, FL 33484

(Principal office address)

Same as above.

(Current mailing address)

Silicon wafer manufacturing.

8. Customer service representative for MEMC Electronic Materials, Inc.

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.

By: 

CT Corporation System

(Registered agent's signature)

J. A. Miles - Asst. Secy.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS - SEE ATTACHMENT 'A'

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - SEE ATTACHMENT 'B'

President: _____

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. _____

Kenneth L. Young, Treasurer and Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ATTACHMENT A**

MEMC Electronic Materials, Inc.	
Directors:	
John Marren - Chairman	C. Douglas Marsh
Robert J. Boshke	William R. Stevens
Nabeel Gasseh	James Williams

The address for all directors is 501 Pearl Drive, Saint Peters, MD 63376.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT B

MEMC Electronic Materials, Inc.	
Officers:	Title:
Nabeel Gareeb	President, Chief Executive Officer
Thomas B. Linnen	Senior Vice President, Chief Financial Officer & Assistant Secretary
Vacant	Senior Vice President, Operations
Sylvia Roberts	Senior Vice President, Human Resources
Shaker Sadaivram	Senior Vice President, R&D
John Kauffmann	Senior Vice President, Sales & Marketing
Kenneth L. Young	Treasurer & Assistant Secretary
Vacant	Vice President, General Counsel and Secretary
Clint Belinsky	Vice President

The address for all officers is 501 Pearl Drive, Saint Peters, MD 63376.

Attachment B

MEMC Electronic Materials, Inc.

Delaware

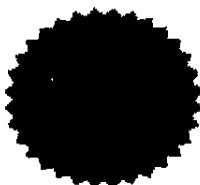
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEMC ELECTRONIC MATERIALS, 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 TENTH DAY OF MAY, A.D. 2005.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3868878

050379335

DATE: 05-10-05