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FOREIGN PROFIT/NONPROFIT CORPORATION

Momentive Performance Materials USA Inc.

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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. Momentive Performance Materials USA 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. 20-5748297

(FEI number, if applicable)

4. 10/19/2006

(Date of incorporation)

5. Perpetual

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

6.

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

7. 187 DANBURY ROAD, WILTON, CT 06897

(Principal office address)

187 DANBURY ROAD, WILTON, CT 06897

(Current mailing address)

8. All legal purposes

(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: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr., Ste 4**

Weston

(City)

Florida 33331

(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.

(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.

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12. Names and business addresses of officers and/or directors: 06 NOV 30 PM 12:03

A. DIRECTORS

Chairman: STAN PARKER

Address: 9 WEST 57 Street
New York, NY 10019

Vice Chairman: _____

Address: _____

Director: Scott Kleinman

Address: 9 WEST 57 Street
New York, NY 10019

Director: Justin Stevens

Address: 9 WEST 57 Street
New York, NY 10019

B. OFFICERS

President: STAN PARKER

Address: 9 WEST 57 Street
New York, NY 10019

Vice President: Scott Kleinman

Address: 9 West 57th Street
New York, NY 10019

Secretary: Justin Stevens

Address: 9 West 57th Street, New York, NY 10019

Treasurer: Scott Kleinman

Address: 9 West 57th Street, New York, NY 10019

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. Justin Stevens

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

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MOMENTIVE PERFORMANCE MATERIALS USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 2006, AT 3:23 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NAUTILUS HOLDINGS USA OPERATIONS CORP." TO "MOMENTIVE PERFORMANCE MATERIALS USA INC.", FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2006, AT 12:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "MOMENTIVE PERFORMANCE MATERIALS USA INC."

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5227404

DATE: 11-28-06