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Florida Department of State

Division of Corporations

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FOREIGN PROFIT/NONPROFIT CORPORATION

JOHNSON MATTHEY CATALOG COMPANY, INC.

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Electronic Filing Menu

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T. Burch OCT 2 2008

**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. Johnson Matthey Catalog Company, 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. Delaware

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

3. 23-2543453

(FEI number, if applicable)

4. January 27, 1989

(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. Johnson Matthey Catalog Company, Inc., 26 Parkridge Road, Haverhill, Massachusetts 01835

(Principal office address)

c/o Johnson Matthey Inc., 435 Devon Park Drive, Suite 600, Wayne, PA 19087

(Current mailing address)

8. Research and other activities related to products of the company.

(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: 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

By: Heather Chapman
(Registered agent's signature)

**Heather Chapman
as its agent**

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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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

~~Director~~
Chairman: Karil J. BlackC/O Johnson Matthey Inc., 435 Devon Park Drive, Suite 600
Address: Wayne, PA 19087~~Director~~
Vice-Chairman: Barry C. SingelaisAddress: 26 Parkridge Road
Haverhill (Ward Hill), Massachusetts 01835

Director: Robert M. Talley

C/O Johnson Matthey Inc., 435 Devon Park Drive, Suite 600
Address: Wayne, PA 19087

Director: Edward H. Ravert, Jr.

C/O Johnson Matthey Inc., 435 Devon Park Drive, Suite 600
Address: Wayne, PA 19087

B. OFFICERS

President: Barry C. Singelais

Address: 26 Parkridge Road
Haverhill (Ward Hill), Massachusetts 01835

Vice President: Edward H. Ravert, Jr.

C/O Johnson Matthey Inc., 435 Devon Park Drive, Suite 600
Address: Wayne, PA 19087

Secretary: Robert M. Talley

C/O Johnson Matthey Inc., 435 Devon Park Drive, Suite 600, Wayne, PA 19087

Treasurer: Karil J. Black

C/O Johnson Matthey Inc., 435 Devon Park Drive, Suite 600, Wayne, PA 19087

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. Robert M. Talley, Secretary, Johnson Matthey Catalog Company, Inc.

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JOHNSON MATTHEY CATALOG COMPANY, 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 FIRST DAY OF OCTOBER, A.D. 2008.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JOHNSON MATTHEY CATALOG COMPANY, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1989.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6888009

DATE: 10-01-08