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February 7, 1995

Order # 251885

C.I. Corporation System

Form
No. 100
Rev.
1/80

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Customer: Johnson Matthey, Inc.
P.O. Box 733
Valley Forge, PA 19482-0733

Attn: Elaine Tillman

RE: M.F. NORTH AMERICA, INC. (DE DOM)

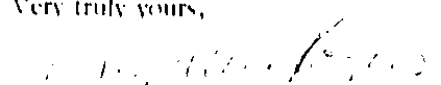
Pursuant to the instructions of counsel, we enclose for filing the documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Dissolution
<input checked="" type="checkbox"/> Qualification	<input type="checkbox"/> Withdrawal
<input type="checkbox"/> Change of Agent/Office	<input type="checkbox"/> L.P.
<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Amendment	<input type="checkbox"/> Other
<input type="checkbox"/> Domestic	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Merger	
<input type="checkbox"/> Domestic	
<input type="checkbox"/> Foreign	

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*****70.00 *****70.00

Upon completion, please forward usual evidence to the undersigned. If there are any problems, please telephone this office at 1-800-622-1428.

Very truly yours,


Mary Alice Rogers
Customer Specialist

SPECIAL INSTRUCTIONS

Please file upon receipt and return usual evidence to my attention in the enclosed self addressed stamped envelope. Thanks for all your help.

**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. M.F. North America, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. July 16, 1985
(Date of Incorporation)
4. Perpetual
(Duration)
5. 51-0294499
(Federal Employer Identification number, if applicable)
6. On or about January 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 460 E. Swedesford Road, Wayne, PA 19087
(Current mailing address)
8. Leasing of employees to distribute products to the glass, ceramic, electronic, plastic printing ink and surface coating industries.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: J.N. Sheldrick
Address: JMPLC, 2-4 Cockspur Street
Trafalgar Square, London SW1Y 5BQ England

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. Officers:

President: I.G. Thorburn
Address: JMPLC, 2-4 Cockspur Street
Trafalgar Square, London SW1Y 5BQ England

Vice President: _____
Address: _____

Secretary: D. McL. Miller
Address: 460 E. Swedesford Road
Wayne, PA 19087

Treasurer: J.S. Leopold
Address: 460 E. Swedesford Road
Wayne, PA 19087

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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: _____

CT CORPORATION SYSTEM
Domenic A. Borriello
(Officer)
Domenic A. Borriello, Asst. Secy.

(Type Name and Title of Officer)

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. J.S. Leopold, Vice President & Treasurer
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M.F. NORTH AMERICA, 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 SIXTH DAY OF FEBRUARY, A.D. 1995.

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.

FILED
FEB 1 1995
DELAWARE

