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635 Market Street
Philadelphia, PA 19103
Tel. 215 563 7397
Fax 215 567 1302

November 29, 1995

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

RE: **Cookson Matthey Eagle Inc. (De Dom.)**
Order #: 418140

200001658132
-12/08/95--01089--001
*****70.00 *****70.00

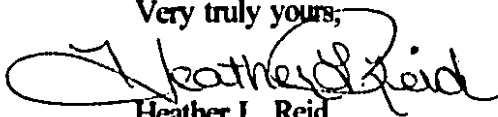
Dear Sir/Madam:

Pursuant to instructions by counsel to incorporate the above referenced corporation,
we enclose for filing the document(s) identified below:

Two copies of Application by Foreign Corporation for Authorization
One Certificate of Good Standing from the State of Delaware
One check in the amount of \$70.00 to cover filing fees.

If there are any problems, please contact the undersigned at (800) 622-1428.

Very truly yours,



Heather L. Reid,
Technical Specialist
for Mary Alice Rogers, Sr. Customer Specialist

VIA: **Regular Mail**

SPECIAL INSTRUCTIONS:

Please file as soon as received. Please call me with any problems and also call me
with confirmation. Send evidence to my attention via regular mail. I have enclosed
a self-addressed stamped envelope. Thanks!!!

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 AM 9:48

**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. Cookson Matthey Eagle 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. October 3, 1994 4. Perpetual
(Date of Incorporation) (Duration)
5. 23-2802597
(Federal Employer Identification number, if applicable)
6. April 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 3333 Canal Street, Jacksonville, Florida 32209
(Current mailing address)
8. Manufacture and sale of organic pigments for ink industry
(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: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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9. Officers:

President: See attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(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: C T 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: _____

C T CORPORATION SYSTEM

(Officer)

Frank T. Stephens, Asst. V.P.

(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 of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. G. A. Hughes, President

(Name and capacity of person signing application)

COOKSON MATTHEY EAGLE INC.

9. A. DIRECTORS

Chairman

J. Kilpatrick
Cookson Matthey Ceramics Plc
130 Wood Street
London EC2V 6EQ
England

T. Asher, Jr.
Eagle Enterprises Inc.
4790 N. E. 10th Avenue
Fort Lauderdale, Florida 33334

V. Golden
VJG & Principals, Inc.
192 Third Avenue
Westwood, New Jersey 076759

C. M. Hood
Cookson Matthey Ceramics & Materials Ltd
The Old Foundry
Hall Street
Long Melford, Sudbury
Suffolk CO10 0JG
England

G. A. Hughes
Cookson Matthey Eagle Inc.
3333 Canal Street
Jacksonville, Florida 32209

A. G. James
Cookson Matthey Ceramics & Materials Ltd
Liverpool Road East
Kidsgrove
Stoke on Trent ST7 3AA
England

9. B. OFFICERS

President

G. A. Hughes
Cookson Matthey Eagle Inc.
3333 Canal Street
Jacksonville, Florida 32209

Secretary and Treasurer

A. G. James
Cookson Matthey Ceramics &
Materials Ltd
Liverpool Road East
Kidsgrove
Stoke on Trent ST7 3AA
England

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COOKSON MATTHEY EAGLE 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 TWENTY-EIGHTH DAY OF NOVEMBER, 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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 AM 9:48



Edward J. Freel
Edward J. Freel, Secretary of State

2440193 8300

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AUTHENTICATION:

7724920

DATE:

11-28-95