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ACCOUNT NO. : 072100000032
REFERENCE : 849849 4305026
AUTHORIZATION : *Patricia Pyatt*
COST LIMIT : \$ 70.00

ORDER DATE : February 16, 1996
ORDER TIME : 12:29 PM
ORDER NO. : 849849
CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ellis, Legal Asst
Sullivan & Worcester
One Post Office Square
Boston, MA 02109

900001721759

FOREIGN FILINGS

NAME: HARCROS PIGMENTS, INC.

XX PROFIT
 NON-PROFIT

XXX CORPORATE
 LIMITED PARTNERSHIP

~~XXXX WITHDRAWAL/CANCELLATION~~

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

RECEIVED
96 FEB 22 PM 1:14
DIVISION OF CORPORATION

FILED
96 FEB 22 PM 3:45
DIVISION OF STATE
SECRETARY OF CORPORATIONS
LR 2/22

HARCROS PIGMENTS, INC.
11 Executive Park, Suite 1
Fairview Heights, IL 62208

February 12, 1996

Secretary of State
Corporations Division
Tallahassee, FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 22 PM 3:45

Re: Consent to Use of Name by Harcros Pigments, Inc.

Gentlemen:

The undersigned, acting as the duly elected TREASURER of Harcros Pigments, Inc. (a Delaware corporation, which merged into HPI Holding Corporation, a Delaware corporation, which changed its name to Harcros Pigments, Inc.), hereby consents on behalf of Harcros Pigments, Inc. to the use of "Harcros Pigments, Inc." as a corporate name in the State of Florida and in connection with the filing of an Application by Foreign Corporation for Authorization to Transact Business of which this letter is a part.

Sincerely yours,

HARCROS PIGMENTS, INC.

By: David H. Becker
Name: DAVID C. BECKER
Title: TREASURER

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Harcros Pigments Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. 05-0451513
(FEI number, if applicable)

4. March 12, 1990
(Date of incorporation)

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 11 Executive Drive, Suite 1

Fairview Heights, IL 62208

(Current mailing address)

8. Sales, distribution and service

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105, (Leon County)

Tallahassee

, 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.

By: Lisa G. Muligan

(Registered agent's signature)

Lisa G. Muligan, Asst. Vice President

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 22 PM 3:45

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

A. DIRECTORS

Chairman: GERALD C LINNENBERGER

Address: - SAME AS BELOW -

Vice Chairman: _____

Address: _____

Director: DAVID A. GORDON

Address: - SAME AS BELOW -

Director: DAVID G. BECHER

Address: - SAME AS BELOW -

B. OFFICERS

President: GERALD C LINNENBERGER

Address: 1929 STILL CREEK PASS

BALTIMORE, MD 63011

Vice President: _____

Address: _____

Secretary: DAVID A. GORDON

Address: 415 S. CHURCH

WATERLOO, IL 62298

Treasurer: DAVID G. BECHER

Address: 684 TIERCE RD

ST CHARLES, MO 63303

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

David A. Gordon
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

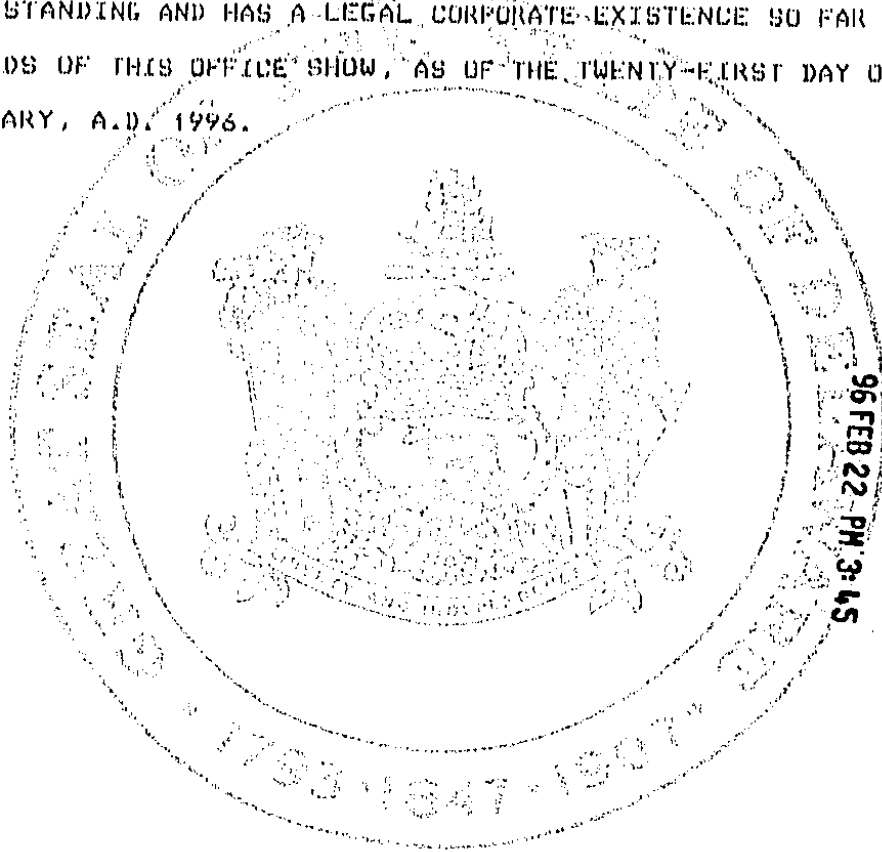
14.

DAVID G. BECHER Treasurer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARGRUS PIGMENTS 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-FIRST DAY OF FEBRUARY, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 22 PM 3:45



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7834585

DATE: 02-21-96