

F9 6000001938

1201 HAYS STREET
MIAMI, FL 33101
901-2-0398

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 920157 4353931

AUTHORIZATION *Patricia Pizik*

COST LIMIT : * 70.00

ORDER DATE : April 16, 1996

ORDER TIME : 10:32 AM

800001785958

ORDER NO. : 920157

CUSTOMER NO: 4353931

CUSTOMER: Ms. Shelley Kaye
W.R. Grace & Co.
One Town Center Road

Boca Raton, FL 33486-1010

FOREIGN FILINGS

NAME: GRACE HOLDING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

20/1/98
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 PM 12:10
96 APR 19 AM 11:54
DIVISION OF CORPORATIONS

**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. GRACE HOLDING, 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, U.S.A.
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 1/29/96
(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. One Town Center Road
Boca Raton, FL 33486-1010
(Current mailing address)
8. Holding Company and to engage in any other act or lawful activity for which
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of corporation (consolidated with Florida) organized under Delaware General Corporation Law and permitted in the State of Florida.
9. **Name and street address of Florida registered agent. (P.O. Box or Mail Drop Box NOT acceptable)**
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street,
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.
The Prentice-Hall Corporation System, Inc.
By: Vicki Schreiber, Asst. V.P.
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 PM 12:30

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____ SEE ATTACHED LIST FOR DIRECTORS

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____ SEE ATTACHED LIST FOR OFFICERS

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
Paul McMahon, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR 18 PM 12:10

GRACE HOLDING, INC.

Directors:

Albert J. Costello	One Town Center Road Boca Raton, FL 33486-1010
Peter D. Houchin	One Town Center Road Boca Raton, FL 33486-1010
Donald H. Kohnken	One Town Center Road Boca Raton, FL 33486-1010

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 PM 12:10

Officers:

President & Chief Executive Officer	Albert J. Costello	One Town Center Road Boca Raton, FL 33486-1010
Senior Vice President and Chief Financial Officer	Peter D. Houchin	One Town Center Road Boca Raton, FL 33486-1010
Vice President and Secretary	Robert B. Lamm	One Town Center Road Boca Raton, FL 33486-1010
Vice President and Treasurer	Paul McMahon	One Town Center Road Boca Raton, FL 33486-1010
Assistant Secretary	Craig E. Jameson	One Town Center Road Boca Raton, FL 33486-1010
Assistant Treasurer	Susan G. Eccher	One Town Center Road Boca Raton, FL 33486-1010
Assistant Treasurer	Hartmut Liebel	One Town Center Road Boca Raton, FL 33486-1010

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRACE HOLDING, 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 SIXTEENTH DAY OF APRIL, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 PM 12:10



Edward J. Freel

Edward J. Freel, Secretary of State

2586601 8300

960109263

AUTHENTICATION: 7908929

DATE: 04-16-96

A LOCAL OFFICE
TO K... YOU BETTER
A NATIONAL OFFICE
TO S... YOU BETTER.

1201 HAYK STREET
TALLAHASSEE, FL 32301
904/224-1111



networks

PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

F96000001938

ACCOUNT NO. : 072100000032

REFERENCE : 109865 4353931

AUTHORIZATION : *Patricia Pysant*

COST LIMIT : \$ 87.50

ORDER DATE : October 4, 1996

ORDER TIME : 12:30 PM

ORDER NO. : 109865

CUSTOMER NO: 4353931

600001965976

CUSTOMER: Ms. Shelley Kaye
W.r. Grace & Co.
One Town Center Road

Boca Raton, FL 33486-1010

FOREIGN FILINGS

NAME: GRACE HOLDING, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
96 OCT -4 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -4 PM 3:36
DIVISION OF CORPORATION

NC
XRB
12/2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 22, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: GRACE HOLDING, INC.
Ref. Number: F96000001938

We have received your document for GRACE HOLDING, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

As stated in our letter of October 7, 1996, an original, duly authenticated, certificate from the state of incorporation evidencing the name change must be submitted with the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 196A00053117

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: GRACE HOLDING, INC.
Ref. Number: F96000001938

We have received your document for GRACE HOLDING, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name is not available because the same officer already has a corporation by the same name. A resolution by the Board of Directors adopting an alternate name must be filed. Or a withdrawal form must be filed to make the name available.

A certificate from the home state showing the name change must be submitted with the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 986A00045599

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)


1. GRACE HOLDING, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under laws of
3. APRIL 18, 1996
Date authorized to do business in Florida

FILED
95 OCT -4 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? SEPTEMBER 27, 1996
5. W. R. GRACE & CO.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction


Signature
ROBERT B. LAMM
Typed or printed name

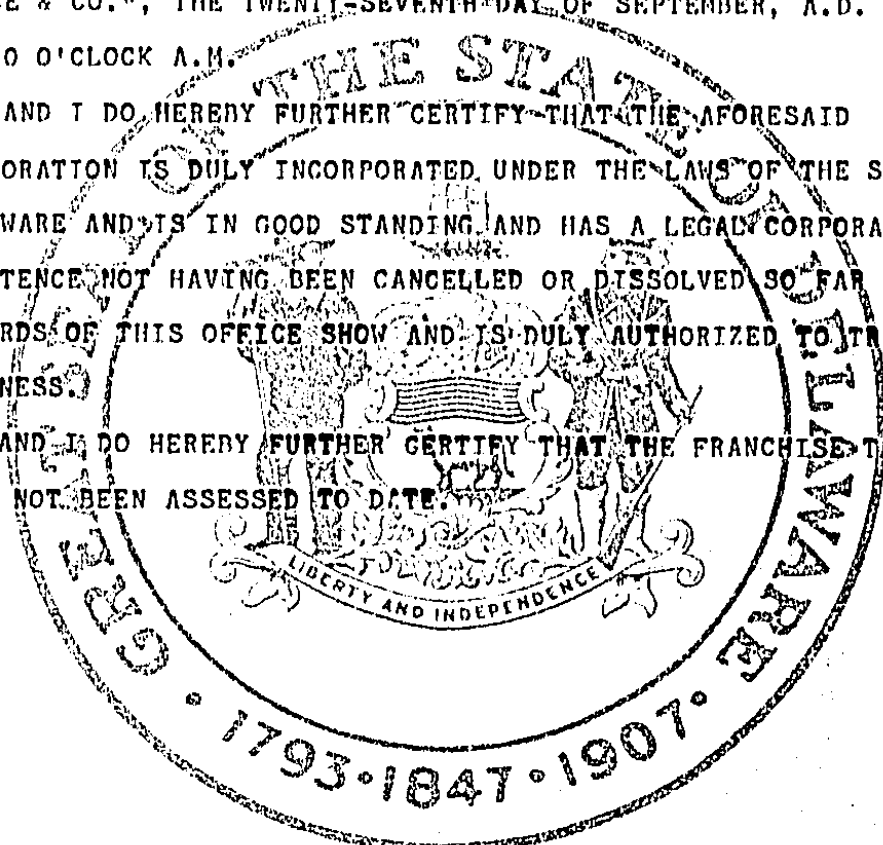
10/3/96
Date
VICE PRESIDENT & SECRETARY
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GRACE HOLDING, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "W. R. GRACE & CO.", THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1996, AT 11:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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.

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



2586601 8320

960348141

Edward J. Freel, Secretary of State

AUTHENTICATION:

8213489

DATE:

11-27-96