



F980000000628

ACCOUNT NO. : 072100000032

REFERENCE : 688850 4188E

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 70.00

W982284

ORDER DATE : January 30, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 688850-005

CUSTOMER NO: 4188E

CUSTOMER: Ms. Nancy J. Cavallaro
Bryan Cave LLP
3500 Kansas City Place
1200 Main Street
Kansas City, MO 64105

700002418007--0

FOREIGN FILINGS

NAME: NORSK HYDRO USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1998

CSC NETWORKS
ANDREW CUMPER

SUBJECT: NORSE HYDRO USA, INC.
Ref. Number: W98000002284

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 198A00005705

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DIVISION OF CORPORATIONS

RESUBMIT

Please give original
submission date as file date.

**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. Norsk Hydro USA, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/7/97 5. Perpetual
(Date of Incorporation) (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. 100 North Tampa St., Suite 3200
Tampa, FL 33602
(Current mailing address)
8. To engage in the day to day business operations of a holding company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company
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.


(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.

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

A. DIRECTORS

Chairman: See attached addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jørgen C. Arentz Rostrup

Address: 250 E. 54th Street, Apt. 30-D

New York, NY 10022

Vice President: _____

Address: _____

Secretary: Karen Hubner

Address: 12022 Nicklaus Circle

Tampa, FL 33624

Treasurer: Peter Lohk

Address: 933 Seddon Core Way

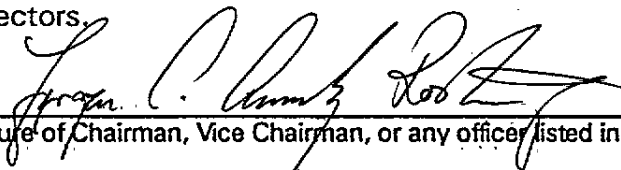
Tampa, FL 33602

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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.

Jørgen C. Arentz Rostrup, President

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

ADDENDUM

DIRECTORS OF NORSK HYDRO USA, INC.

Torstein Bergem	Jerpefaret 10 0393 Oslo, Norway
Jørgen C. Arentz Rostrup	250 E. 54 th Street Apt. #30-DD New York, NY 10022
Audun Sørbotten	Otto Valstadsvei 18 B 1364 Hvalstad, Norway
Ivar Hafsett	Chemin de la Cure 57 Ch-1008 Joustens-Mezery, Switzerland
David Carnes	c/o Hydro S.A. Avenue Marcel Thiry #83 B-1200 Brussels Belgium

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State of Delaware
Office of the Secretary of State

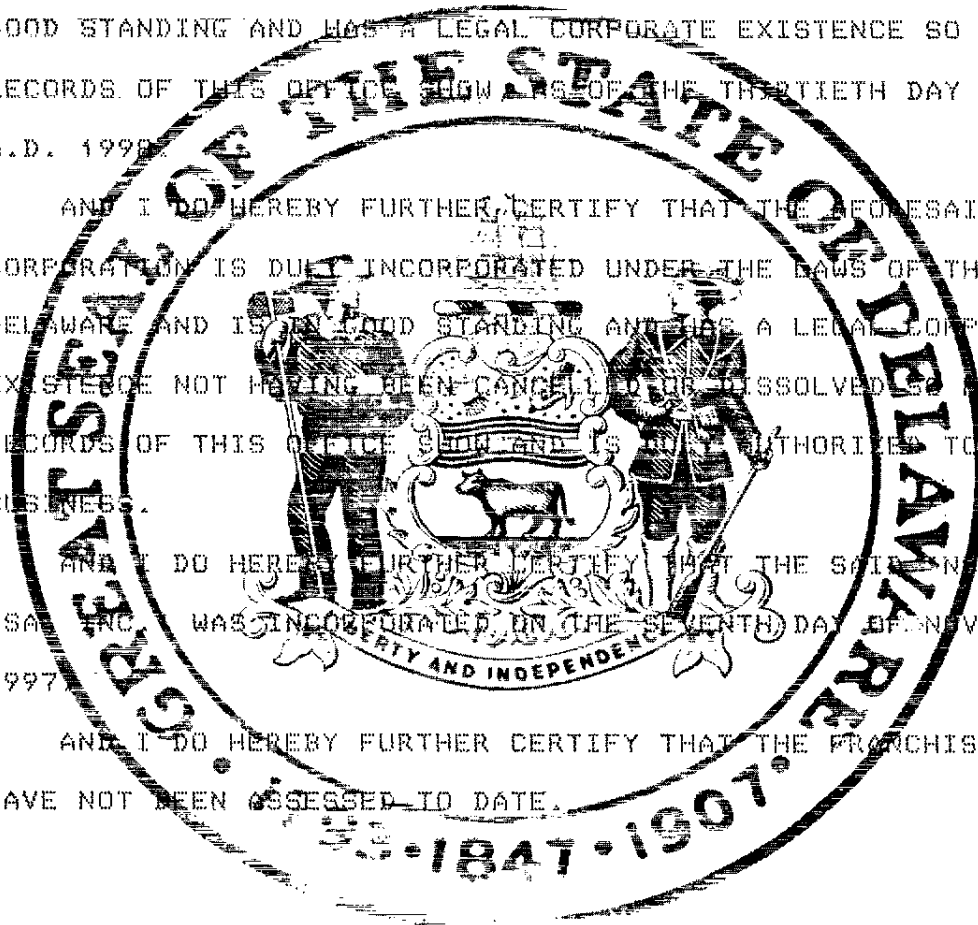
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORSK HYDRO USA, 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 THIRTIETH DAY OF JANUARY, A.D. 1998.

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 SAID NORSK HYDRO USA, INC. WAS INCORPORATED ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8895132

01-30-98