

Document Number Only

F980000000868

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002430151--6  
-02/13/98--01035--021  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Elementis Acquisition 98, Inc.

100002430151--6  
-02/13/98--01035--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

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☐ Call if Problem

☐ After 4:30

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☐ Mail Out

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W.P. Verifier

FEB 13 1998

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DIVISION OF CORPORATIONS

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Elementis Acquisition 98, 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. 05-0495836  
(FEI number, if applicable)

4. December 16, 1997  
(Date of incorporation)

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

6. 2/1/98  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Wyckoffs Mill Road  
Hightstown, NJ 08520  
(Current mailing address)

8. Sales of rheological products  
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.*

C T CORPORATION SYSTEM

Eileen M. Horan

(Registered agent's signature) (Officer)

Eileen M. Horan, Asst. Secy.


(Type Name and Title of Officer)

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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. MARK L BAROCAS V President  
(Typed or printed name and capacity of person signing application)

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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 (See attached list)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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**ELEMENTIS ACQUISITION 98 INC.**

**Officers:**

|                    |                                 |
|--------------------|---------------------------------|
| Michael Parker     | President                       |
| Larry Weissman     | Vice President                  |
| Debbie Young       | Vice President                  |
| Will Mardis        | Vice President                  |
| Edward J. Zadzora  | Vice President, Human Resources |
| James Gambino      | Vice President                  |
| R. Sivasubramanian | Vice President                  |
| Mark Barocas       | Vice President                  |

**Director:**

|              |               |
|--------------|---------------|
| Mark Barocas | Sole Director |
|--------------|---------------|

**Address for all:**

Rheox Inc.  
Wyckoffs Mill Road  
Hightstown, NJ 08520

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*State of Delaware*  
*Office of the Secretary of State*

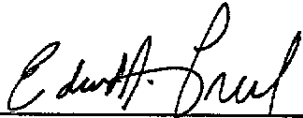
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELEMENTIS ACQUISITION 98, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 1998.

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

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Edward J. Freel, Secretary of State

2834088 8300

AUTHENTICATION:

8891512

981036045

DATE:

01-29-98