F99000005243

THE UNITED STATES CORPORATION COMPANY

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 399680 7109162

AUTHORIZATION :

COST LIMIT : $ 70.00

Patricia Pizzuto

ORDER DATE : October 5, 1999

ORDER TIME : 10:13 AM

ORDER NO. : 399680-010

800003008678--1

CUSTOMER NO: 7109162

CUSTOMER: Eileen Lamela, Paralegal
Witco Corporation
One American Lane

Greenwich, CT 06831-2559

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 AM 8:33

FOREIGN FILINGS

NAME: CK WITCO CORPORATION

XXXX QUALIFICATION (TYPE: CO)

RECEIVED
99 OCT -7 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX____ PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

BK 10/7/99

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -7 AM 8:33

October 7, 1999

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CK WITCO CORPORATION
Ref. Number: W99000023199

We have received your document for CK WITCO CORPORATION and the authorization to debit your account in the amount of $70.00. However, the document has not been filed and is being returned for the following:

The application must contain the NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS. A reference is made in these documents to an "attached rider" containing these names and addresses. But no such rider was found.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 699A00048700

RECEIVED
99 OCT 11 PM 3:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original submission date as file date.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

99 OCT -6 AM 8:33

SECRETARY OF STATE DIVISION OF CORPORATIONS

FILED

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. CK Witco Corporation
(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. 52-2183153
(FEI number, if applicable)

4. May 27, 1999
(Date of incorporation)

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

6. Will upon qualification.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One American Lane, Greenwich, Connecticut 06831
(Current mailing address)

8. Chemical Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

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.

Corporation Service Company
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.

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: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: See attached officers/directors rider

Address:

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

14. John T. Ferguson II, Senior Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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CK Witco Corporation
Officers and Directors
As of 9/22/99

Directors

James A. Bitonti – BITCO International, Inc., Tysons Executive Plaza II, 2010 Corporate Ridge, Suite 410 McLean, VA. 22102

Don L. Blankenship – President and CEO A.T. Massey Coal COmpany, Inc., P.O. Box 26765, Richmond, VA. 23261

Simeon Brinberg – Gould Investors, 60 Cutter Mill Road, Great Neck, NY 11021.

Vincent A. Calarco, One American Lane, Greenwich, Connecticut 06831 by president

E. Gary Cook, One American Lane, Greenwich, Connecticut 06831

Robert A. Fox, President and CEO Foster Farms, 1000 Davis Street, Livingston, CA. 95334

Richard M. Hayden, Managing Director Goldman Sachs International, Peterborough Court, 133 Fleet Street, London EC4A 2BB, England

Roger L. Headrick, Managing General Partner, HMCH Ventures, 1480 Brackett's Point Road, Wayzata, MN. 55391

Leo I. Higdon, Jr., President, Babson College, Forest Street, Babson Park, MA 02457-0310

Harry G. Hohn – Retired Chairman & CEO New York Life Insurance Co., 51 Madison Avenue, New York, NY, 10010.

Nicholas Pappas – 606 Swallow Hollow Road, Wilmington, DE. 19807

C.A. (Lance) Piccolo – President and CEO HealthPic Consultants Inc., 111 Barclay Boulevard, Suite 220, Lincolnshire, IL. 60069

Bruce F. Wesson – General Partner, Galen Associates, 610 Fifth Avenue – 5th Floor, New York, New York 10020.

Dr. Patricia K. Woolf – 506 Quaker Road, Princeton, NJ, 08540

Officers

Robert W. Ackley, Executive Vice President, Polymer Processing Equipment
Address: 1 Extrusion Drive, Pawcatuck, Connecticut 06379.

James J. Conway, Executive Vice President, Performance Chemicals and Elastomers.
Address; 3001 N. Graham Street, Charlotte, North Carolina 28206.

Brian J. Dick, Vice President, Financial Services
Address: One American Lane, Greenwich, Connecticut 06831.

Joseph B. Eisenberg, Executive Vice President, Polymer Additives (includes Refined products).
Address: Benson Road, Middlebury, Connecticut 06749.

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Officers Continued

Mary Gum, Executive Vice President, OSi (includes Industrial Specialties).
Address: One American Lane, Greenwich, Connecticut 06831

Alfred F. Ingulli, Executive Vice President, Crop Protection.
Address: Benson Road, Middlebury, Connecticut 06749

William A. Stephenson, Executive Vice President, Urethanes and Petroleum Additives.
Address: Benson Road, Middlebury, Connecticut 06749

Gerald H. Fickenscher, Regional Vice President, Europe, Africa & the Middle East.
Address: Kennet House, 4 Langley Quay, Slough, Berkshire SL3 6EH, United Kingdom.

Peter Barna, Senior Vice President and Chief Financial Officer.
Address: One American Lane, Greenwich, Connecticut 06831.

John T. Ferguson II, Senior Vice President, General Counsel and Secretary.
Address: One American Lane, Greenwich, Connecticut 06831.

John R. Jepsen, Vice President and Treasurer.
Address: One American Lane, Greenwich, Connecticut 06831.

Marvin H. Happel, Senior Vice President, Organization and Administration.
Address: One American Lane, Greenwich, Connecticut 06831.

Charles J. Marsden, Senior Vice President, Strategy and Development.
Address: One American Lane, Greenwich, Connecticut 06831.

Walter K. Ruck, Senior Vice President, Operations.
Address: Benson Road, Middlebury, Connecticut 06749.

Michael F. Vagnini, Corporate Controller
Address: Benson Road, Middlebury, Connecticut 06749.

State of Delaware

Office of the Secretary of State

PAGE

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DIVISION OF CORPORATIONS
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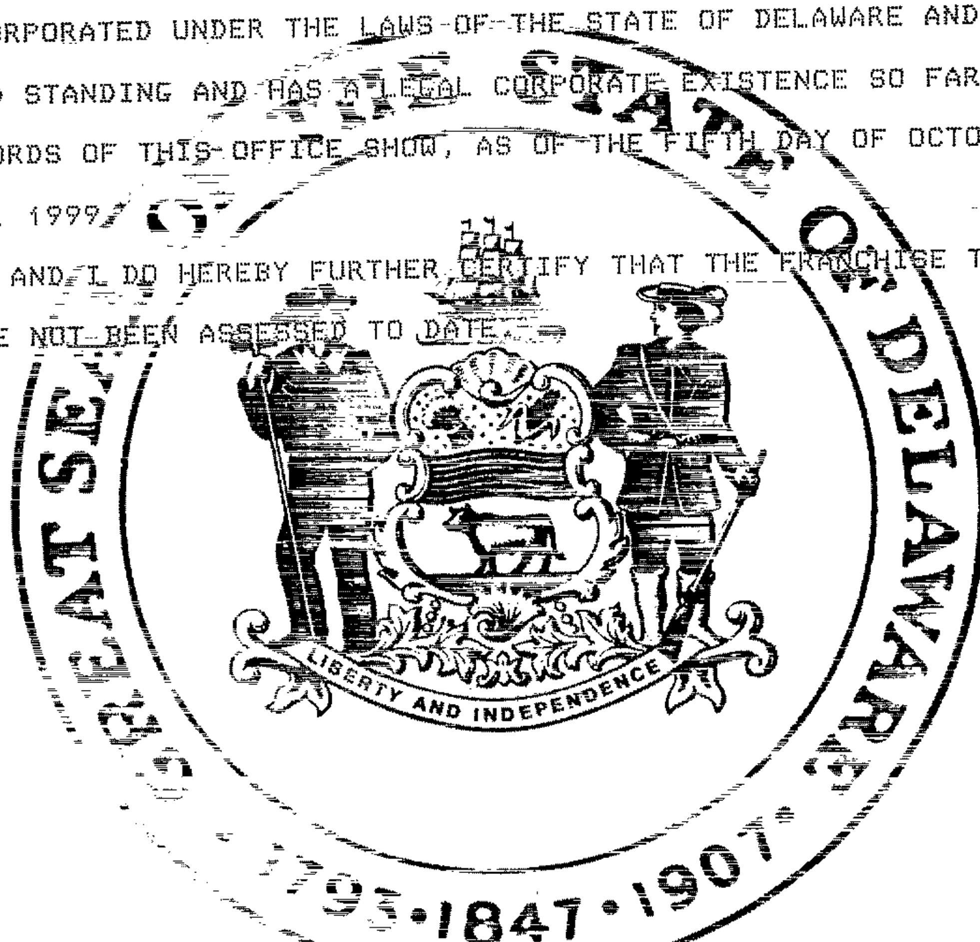
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CK WITCO CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0010578

DATE: 10-05-99