



THE UNITED STATES  
CORPORATION  
COMPANY

99000001298

ACCOUNT NO. : 072100000032

REFERENCE : 330565 4329906

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.00

ORDER DATE : August 4, 1999.

ORDER TIME : 10:30 AM

ORDER NO. : 330565-005

500002962975-0

CUSTOMER NO: 4329906

CUSTOMER: Ms. Toni Wycoff  
Shell Oil Company  
4765 One Shell Plaza  
900 Louisiana  
Houston, TX 77002

FOREIGN FILINGS

NAME: SHELL EPOXY RESINS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED  
99 AUG 18 PM 4: 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 AUG 18 AM 11: 27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Sc 8-18-99

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Shell Epoxy Resins LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 76-0607613  
(FEI number, if applicable)
4. May 10, 1999  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 910 Louisiana, Houston, Texas 77002

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>Shell Epoxy Resins Inc.</u>	<u>Member</u>		
<u>910 Louisiana</u>			
<u>Houston, TX 77002</u>			

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The member or authorized representative of a member of SHELL EPOXY RESINS INC.  
\_\_\_\_\_ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ -0-;

3) if any, the agreed value of property other than cash contributed by member(s) is  
(A description of the property is attached and made a part hereto.) Attachment 1  
and

\$ -0-;

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is

\$ -0-;

(This total includes amounts from 2 and 3 above.)



**Signature of a member or an authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

E. V. Phillips, Assistant Corporate Secretary

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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TALLAHASSEE, FLORIDA

**CONTRIBUTION OF ASSETS**

**2.1 Contribution of Assets.** Subject to the terms and conditions of this Agreement, in accordance with the LLC Agreement, effective as of the Contribution Date, in exchange for a membership interest in the LLC, the Contributing Company hereby assigns, transfers, delivers, and conveys to the LLC as a contribution, all of the Contributing Company's right, title and interest in and to the following (the "Contributed Assets"):

- (a) all Resins Units;
- (b) all Resins Units Land;
- (c) all Finished Goods;
- (d) to the extent fully transferable, all Contracts, Permits, licenses, and other rights, used exclusively for the operation of the Resins Units or for the Resins Business; and
- (e) originals or copies of all books of account, records, files and papers, whether in hard copy or computer format, used or held for use exclusively in connection with or relating to the Resins Units or the Resins Business, including without limitation, engineering information, manuals and data, and in respect of information relating to Taxes, only such information that is necessary for the preparation or defense of any tax returns to be filed by the LLC after the Contribution Date.

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TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SHELL EPOXY RESINS LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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: 

(Signature)

**BRIAN COURTNEY, ASST. V.P.**

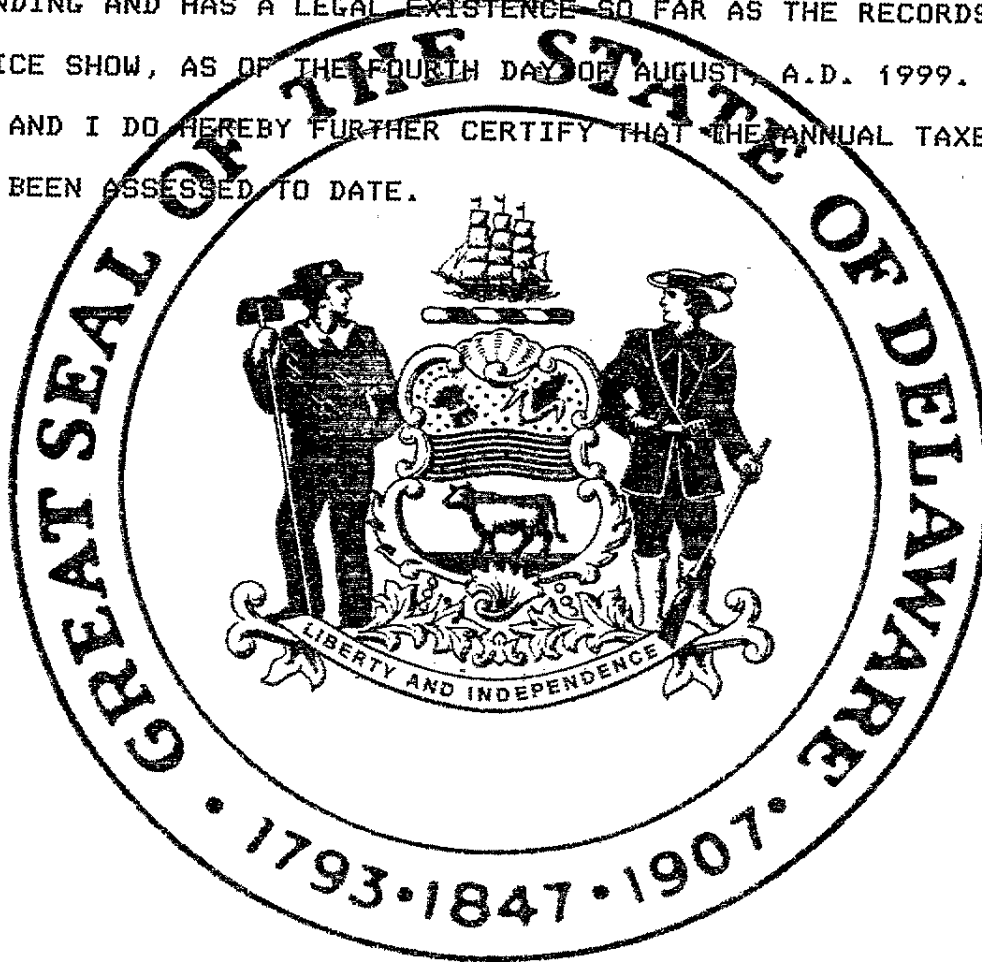
**Filing Fee: \$ 35 for Designation of Registered Agent**

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99 AUG 18 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHELL EPOXY RESINS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF AUGUST, A.D. 1999.

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



3040880 8300

991322645

A handwritten signature in cursive script that reads "Edward J. Freel".

*Edward J. Freel, Secretary of State*

AUTHENTICATION:

9903488

DATE:

08-04-99