

Department of State.

Department of State.

CERTIFICATE OF AUTHORITY
OF

C-I-L CORPORATION OF AMERICA

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of C-I-L CORPORATION OF AMERICA

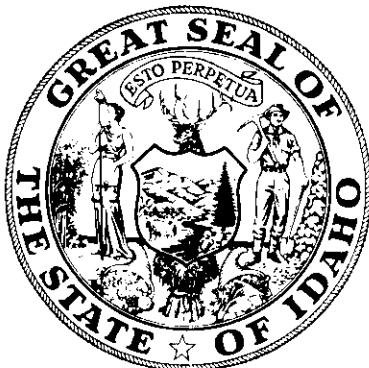
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to C-I-L CORPORATION OF AMERICA

to transact business in this State under the name C-I-L CORPORATION OF AMERICA

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 9, 1985**



Robt. C. Conner
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is C-I-L CORPORATION OF AMERICA
2. *The name which it shall use in Idaho is C-I-L CORPORATION OF AMERICA
3. It is incorporated under the laws of Michigan
4. The date of its incorporation is January 22, 1975 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 800 Marion Ave., River Rouge, MI 48218
6. The address to which correspondence should be addressed, if different from that in item 5 100 First Stamford Place, Stamford, Conn. 06904
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

SEE ATTACHED RIDER

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>NPV</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
48,104	Common	NPV

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated August 16, 19 85

C-I-L CORPORATION OF AMERICA
By R. Vance Ward
R. Vance Ward
Its President
and Stanley E. Hunt
Stanley E. Hunt
Its Secretary

STATE OF CONNECTICUT)
COUNTY OF FAIRFIELD) ss:

I, Marjorie Luce, a notary public, do hereby certify that on this 16th day of August, 19 85, personally appeared before me R. Vance Ward, who being by me first duly sworn, declared that he is the President of C-I-L CORPORATION OF AMERICA

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

MARJORIE E. LUCE

NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1986

Marjorie E. Luce
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

PURPOSE OR PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED

To engage in the business of purchasing, developing, manufacturing, compounding, refining, distributing, selling, importing, exporting, exploiting, and using, and to purchase, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce, and in everyway deal in and with chemicals of every kind, chemical materials, substances and products, including acids, alkalis, and salts, their compounds and derivatives, and any and all kinds of products of which any of the foregoing constitute an ingredient, or in the production of which any of the foregoing are used, including solids, liquids, and gases of all kinds; to engage in the separation or reduction and treatment of solids, liquids and gases into their constituents; to produce and utilize and deal in and with chemical combinations of all kinds.

C-I-L CORPORATION OF AMERICA

NAMES	OFFICE	ADDRESS
D. S. Hay	Chairman/Director	1166 Bay St., Apt. 1703 Toronto, Ontario, M5S 2X8
R. V. Ward	President/Director	45 Brushy Ridge Road New Canaan, CT 06840
E. G. Ingham	Vice President	34 Langner Lane Wilton, CT 06897
R. K. Craigie	Vice President Sulfur Products	157 Mansfield Avenue Darien, CT 06820
S. E. Hunt	Secretary	96 Emmeloord Crescent Markham, Ontario L3R 1P8
M. M. Domanski	Treasurer	40 Oaklands Ave. Apt. 312 Toronto, Ontario, M4V 2Z3
A. G. Burnett	Controller	405 Newtown Ave. Norwalk, CT 06851
W. F. Labadie	Director	19545 Parke Lane Grosse Ile, MI 48183
T. F. McGrail	Director	2413 Landon Drive Wilmington, Delaware 19810
J. G. Spence	Director	285 Inglewood Drive Toronto, Ontario M4T 1J2

UNITED STATES OF AMERICA



Michigan Department of Commerce

Lansing, Michigan

RECEIVED
SEC. OF STATE
SEP 9 17 10 00

This is to Certify That

C-I-L CORPORATION OF AMERICA

was validly incorporated on January 22, 1975 *, as a Michigan corporation, and said corporation is validly in existence under the laws of this State.*

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of August, 1985.

Doug Ross

Director