



Department of State

**CERTIFICATE OF AUTHORITY
OF**

UCAR CARBON COMPANY INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **UCAR CARBON COMPANY INC.**

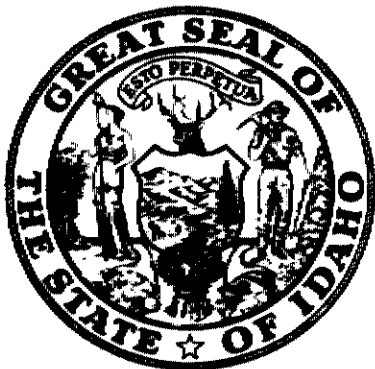
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to **UCAR CARBON COMPANY INC.**

to transact business in this State under the name **UCAR CARBON COMPANY INC.**

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

Dated **December 8, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 8 10 13 AM '88
SECRETARY OF STATE

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 _____

UCAR Carbon Company Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of _____ Delaware _____

4. The date of its incorporation is _____ October 26, 1988 _____ 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 _____ c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801 _____

6. The address to which correspondence should be addressed, if different from that in item 5.

39 Old Ridgebury Road, Danbury, Connecticut 06817-0001

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
	See Attached Rider	

(continued on reverse)

Name	Office	Address

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 29, 1988

UCAR Carbon Company Inc.

(Corporation Name)

By 
Its President/Vice President (please specify)

and 
Its Secretary/Assistant Secretary (please specify)

STATE OF Connecticut)
) ss:
COUNTY OF Fairfield)

I, Diane E. Buckland, a notary public, do hereby certify that on
this 29th day of November, 19 88, personally appeared before
me James C. Howell, who being by me first duly sworn, declared that (s)he
is the Vice President of _____

UCAR Carbon Company Inc.

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


DIANE E. BUCKLAND Notary Public
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1991

RIDER

To engage in any lawful activity for which corporations may be organized.

UCAR CARBON COMPANY INC.

Directors:

Robert D. Kennedy
J. Clayton Stephenson
Robert P. Krass

2061 Ponus Ridge Road, New Canaan, Ct. 06840
19 Meadow Lane, Greenwich, Ct. 06831
103 Branchbrook Road, Wilton, Ct. 06897

Soc. Sec. #

178-26-3634
339-24-9852
183-28-7688

Officers:

President: Robert P. Krass

103 Branchbrook Road, Wilton, Ct. 06897

183-28-7688

Vice President: Paul D. Coulter

23891 Stoneshedge Drive, Westlake, Ohio 44145

293-30-7881

Vice President: Robert J. Hart

712 Hob Hill Road, Wilton, Ct. 06897

235-56-0011

Vice President: James C. Howell

35 Beach Drive, Stratford, Ct. 06497

409-32-2496

Vice President: Giorgio Sferza

190 Route de Floressant, 1231 Conches, Geneva, Switzerland

Vice President: Fred C. Wolf

5 Pine Street, Sandy Hook, Ct. 06482

309-46-6461

Secretary: John Macdonald

9 Autumn Ridge Rd., New Fairfield, Ct. 06812

470-50-3348

Treasurer: John A. Clerico

3 Big Buck Lane, Brookfield Ctr., Ct. 06805

444-40-3922

Assistant Secretary: Philip F. McGovern

40 Saw Mill Road, Newtown, Ct. 06470

100-34-3368

State of Delaware

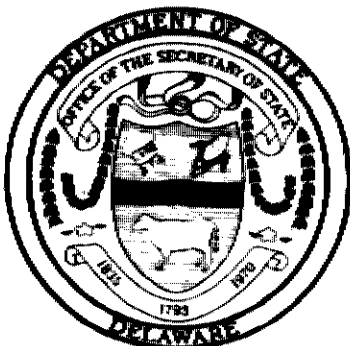


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY UCAR CARBON COMPANY 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 DATE SHOWN BELOW.

: : : : : : : :

REC'D 10 JAN '88
SECRETARY OF STATE



728326085

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

11942282

DATE:

11/21/1988