

Department of State.

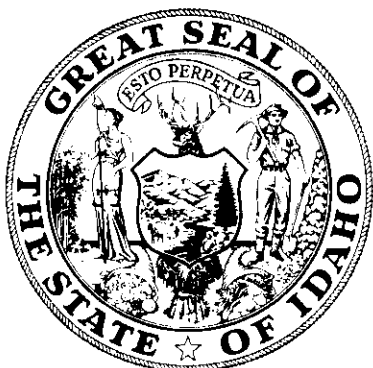
**CERTIFICATE OF AUTHORITY
OF**

DEARBORN CHEMICAL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DEARBORN CHEMICAL COMPANY 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 DEARBORN CHEMICAL COMPANY to transact business in this State under the name DEARBORN CHEMICAL COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated February 23, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

William H. Harnsworth
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 Dearborn Chemical Company
2. *The name which it shall use in Idaho is Dearborn Chemical Company
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is 11/4/82 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 100 West Tenth St., Wilmington, Del.
6. The 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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
water treatment products and services

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

Name	Office	Address
	SEE ATT. A	

9. 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
1000	common	\$1

(continued on reverse)

10. 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
<u>1</u>	<u>common</u>	<u>\$1</u>

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 18, 19 82

Dearborn Chemical Company

By

Its Vice President

and

Its Ass Secretary

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

I, Eileen J. Kamp, a notary public, do hereby certify that on this 18th day of February, 19 82, personally appeared before me John L. Kenrich, who being by me first duly sworn, declared that he is the Vice President of Dearborn Chemical Company,

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

EILEEN J. McDERMOTT
Notary Public, State of Ohio
My Commission Expires Feb. 6, 1986

Eileen J. Kamp (McDermott)
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.

ATTACHMENT A

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
E. L. Hutton	President/director	6680 Miralake Dr. Cincinnati, Ohio
J. L. Kenrich	Vice President/Secretary/ director	423 Compton Rd. Cincinnati, Ohio
D. D. Hoguet	Treasurer/director	1022 St. Gregory Cincinnati, Ohio
G. Erickson	Assistant Secretary	138 Columbia Heights Brooklyn New York
M. J. Hanket	Assistant Secretary	4925 Nighthawk Dr. Cincinnati, Ohio
B. W. Wong	Assistant Treasurer	1216 Bob White Ct. Edgewood, Kentucky



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ November 4, 1981 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

E. Curran

DATE: February 18, 1982

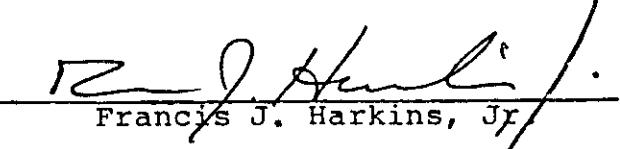
CERTIFICATE OF INCORPORATION
OF
DEARBORN CHEMICAL COMPANY

1. The name of the Corporation is Dearborn Chemical Company.
2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is 1000 and the par value of each of such shares shall be \$1.00.
5. The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Francis J. Harkins, Jr.	W. R. Grace & Co. 1114 Avenue of the Americas New York, New York 10036

6. The Corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.
8. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.
9. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of October, 1981.


Francis J. Harkins, Jr.