



Department of State

**CERTIFICATE OF AUTHORITY
OF**

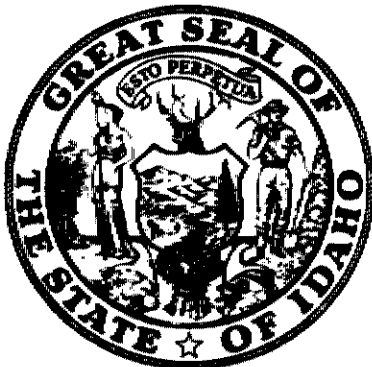
UNION CARBIDE INDUSTRIAL GASES INC.

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

Dated

December 8, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

Charles H. Hurd
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

DEC 8 10 11 AM '88
SECRETARY OF STATE

1. The name of the corporation is UNION CARBIDE INDUSTRIAL GASES 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, Delaware 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
<u>See Attached Rider</u>		

(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

UNION CARBIDE INDUSTRIAL GASES INC.

(Corporation Name)

By

W. J. Fields
Its ~~President~~ Vice President (please specify)

and

[Signature]
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 W. J. Fields, who being by me first duly sworn, declared that (s)he is the Vice President of

UNION CARBIDE INDUSTRIAL GASES 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
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.

UNION CARBIDE INDUSTRIAL GASES INC.

Directors:

Robert D. Kennedy	2061 Ponus Ridge Road, New Canaan, Ct. 06840	178-26-3634
J. Clayton Stephenson	19 Meadow Lane, Greenwich, Ct. 06831	339-24-9852
John R. MacLean	36 Ostend Avenue, Westport, Ct. 06880	099-22-6327

Officers:

President: John R. MacLean	36 Ostend Avenue, Westport, Ct. 06880	099-22-6327
Vice President: Gerald D. Albertson	9300 Back Creek Road, Boston, W.Y. 14025	087-26-2597
Vice President: Raymond L. Brommelsiek	120-21 Prospect St., Ridgefield, Ct. 06877	309-30-2736
Vice President: J. J. Dobbins	Richard Somers Road, R.D. #2, Granite Springs, W. Y. 10527	118-28-4057
Vice President: W. James Fields	Winding Brook Road, Newtown, Ct. 06470	314-36-8184
Vice President: Edgar G. Hotard	120-9 Prospect Street, Ridgefield, Ct. 06877	548-58-5188
Vice President: Brian P. Murray	21 Shadow Wood Circle, Monroe, Ct. 06468	074-34-6729
Secretary: John Macdonald	9 Autumn Ridge Road, New Fairfield, Ct. 06812	470-50-3348
Treasurer: John A. Clerico	3 Big Buck Lake, Brookfield Center, Ct. 06805	444-40-3922
Assistant Secretary: Philip F. McGovern	40 Saw Mill Road, Newtown, Ct. 06470	100-34-3368
Assistant Secretary: Steve E. Bennett	4 Monitor Hill Road, Newtown, Ct. 06470	002-32-0379

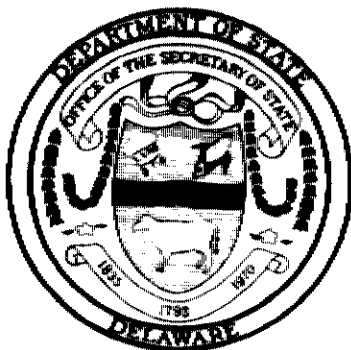


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SECRETARY OF STATE

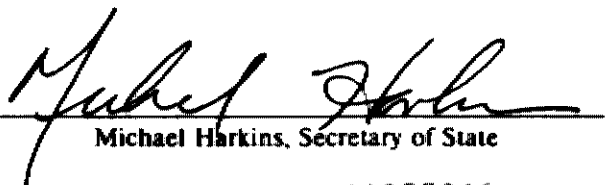
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY UNION CARBIDE INDUSTRIAL GASES 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.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11957246

DATE: 12/02/1988