

State of Idaho

Department of State

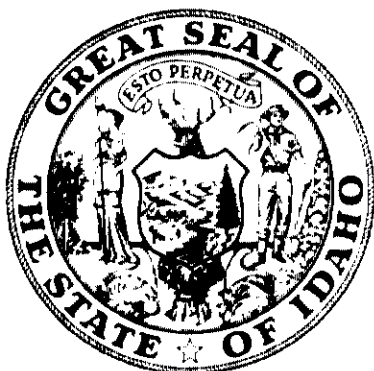
CERTIFICATE OF AUTHORITY OF GULF RESOURCES & CHEMICAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____
GULF RESOURCES & CHEMICAL CORPORATION

_____ 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 _____
GULF RESOURCES & CHEMICAL CORPORATION
to transact business in this State under the name _____
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated December 8, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra A. Henders
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:

SEP 8 10 30 AM '91
SECRETARY OF STATE

1. The name of the corporation is Gulf Resources & Chemical Corporation

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 April 24, 1956 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 St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 99 High St. - Suite 1600 Boston, MA 02110

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity

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

Name	Office	Address
Robert G. Boulton	Chairman Bd. of Directors	99 High Street, Boston, MA 02110
Aidan S. Barclay	Director	99 High St., Boston, MA 02110
David Barclay	Director	99 High St., Boston, MA 02110
Frederick Barclay	Director	99 High St., Boston, MA 02110
Seymour Graubard	Director	99 High St., Boston, MA 02110

(continued on reverse)

Name	Office	Address
Bruce Slovin	Director	99 High St., Boston, MA 02110
Kenneth Bialkin	Director	99 High St., Boston, MA 02110
Charles R. Klotz	Director / President	99 High St., Boston, MA 02110

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: 11/25/87

Gulf Resources & Chemical Corporation
(Corporation Name)

By Gene M. Baker
Its ~~PROXY~~ Vice President (please specify)

and Jaymyn K. Allen
Its Secretary / ~~Assistant Secretary~~ (please specify)

STATE OF Massachusetts)
) ss:
COUNTY OF Suffolk)

I, Catherine M. Galvin, a notary public, do hereby certify that on this 25th day of November, 1987, personally appeared before me Gene M. Baker, who being by me first duly sworn, declared that ~~(s)~~he is the Vice President of Gulf Resources & Chemical Corporation

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

Catherine M. Galvin
Notary Public

CATHERINE M. GALVIN
Notary Public
My Commission Expires April 15, 1994



DEC 8 10 33 AM '87
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY GULF RESOURCES & CHEMICAL CORPORATION 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
Michael Harkins, Secretary of State

AUTHENTICATION: 11490874

DATE: 12/04/1987