

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

71721

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

NOVACOR CHEMICALS INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is NOVACOR CHEMICALS INC.

SECOND: The name which it elects to use in Rhode Island is
NOVACOR CHEMICALS INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of DELAWARE

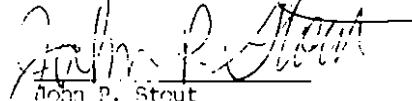
FOURTH: The date of its incorporation is September 1, 1982 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 145 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to sell polyethylene and polystyrene resins.

C T CORPORATION SYSTEM


John P. Stout
Assistant Secretary

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	SEE SCHEDULE "A" ATTACHED
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,000	COMMON	-	P/V \$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	COMMON	-	P/V \$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 114,000.00.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 50,500.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 650,000.00.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000,000.

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

NOVACOR CHEMICALS INC.
690 Mechanic Street, Leominster, Massachusetts 01453

Dated October 23, 19 92

[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its President
and [Signature]
Its Asst. Secretary

STATE OF Massachusetts }
COUNTY OF Worcester } Sc.

At Leominster in said County on the 23rd day
of October 1992, before me personally appeared Zoltan Darke /
David Carpenter, who being by me first duly sworn, declared that
he is the President / Asst. Secretary of Novacor Chemicals Inc.,
that he signed the foregoing document as such Officers of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public
My Commission Expires 10/28/95

(NOTARIAL SEAL)

96#9
1/11/93

Rec'd & Filed JAN 19 1993

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JAN 10 3 15 PM '93

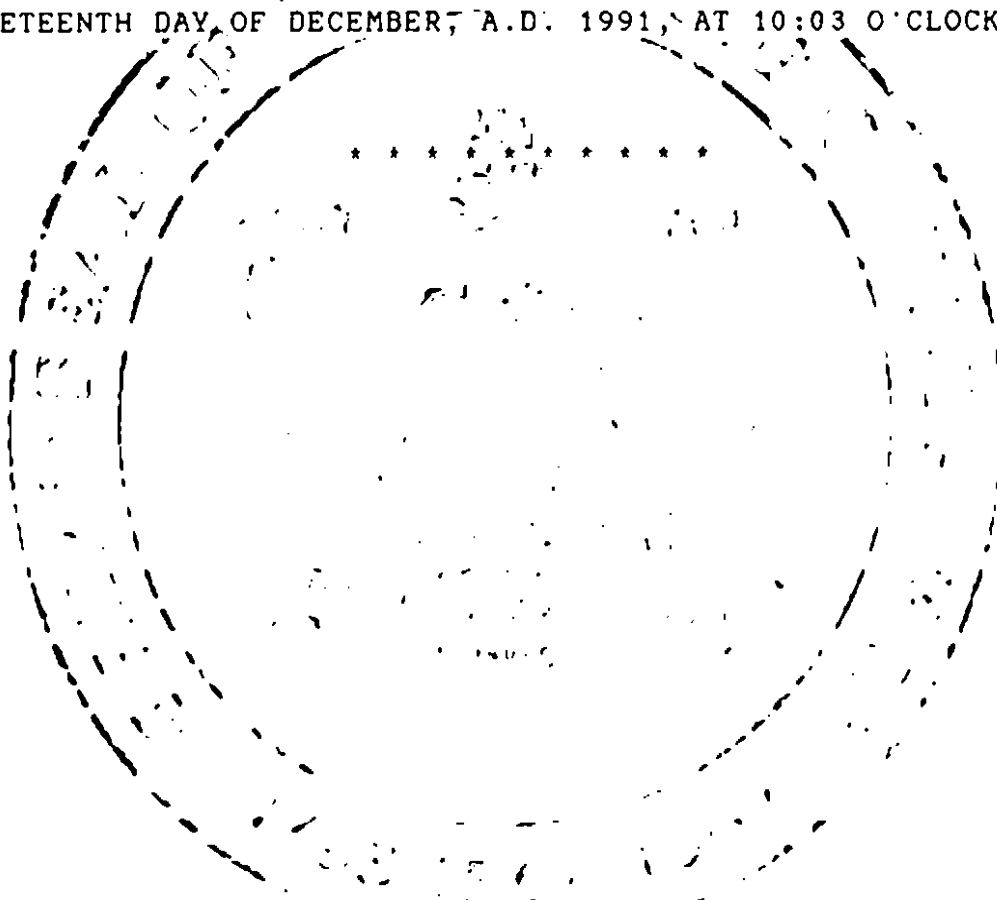
SURNAME	FIRST NAME	POSITION / TITLE	DATE APPOINTED	BUSINESS ADDRESS
DIRECTORS				
=====				
CHOQUETTE	MR. PIERRE		1992/04/13	34TH FLOOR, 801 - 7 AVENUE S.W. CALGARY, ALBERTA T2P 2N6
CLARKE	MR. DAVID F.		1992/04/13	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453, U.S.A.
DORKO	MR. ZOLTAN J.		1991/12/31	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453, U.S.A.
ELCHAK	MR. JOE		1991/12/31	ONE GATEHALL DRIVE PARSIPPANY, NEW JERSEY 07054 USA
FEICK	MR. JOHN E.		1991/12/31	34TH FLOOR, 801 - 7 AVENUE S.W. CALGARY, ALBERTA T2P 2N6
KUZIAK	MR. JOHN		1992/04/13	29TH FLOOR, 801 - 7 AVENUE S.W. CALGARY, ALBERTA T2P 3P9
MEACE	MR. JEFFREY G.		1991/12/31	16800 GREENSPPOINT PARK DR. #375 SOUTH HOUSTON, TEXAS 77060 USA
MUSTOE	MR. JACK S.		1990/12/14	36TH FLOOR, 801 - 7 AVENUE S.W. CALGARY, ALBERTA T2P 2N6
O'REILLY	MR. J. PATRICK		1990/12/14	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453 U.S.A.
OLSON	MR. BRIAN F.		1991/12/31	35TH FLOOR, 801 - 7 AVENUE S.W. CALGARY, ALBERTA T2P 2N6

COMPANY: NOVACOR CHEMICALS INC.

SURNAME	FIRST NAME	POSITION / TITLE	DATE APPOINTED	BUSINESS ADDRESS
TURNER	MR. BRIAN M.		1992/04/13	2550 BUSHA HIGHWAY MARYSVILLE, MICHIGAN 48040 U.S.A.
OFFICERS =====				
CARPENTER	MR. DAVID A.	ASSISTANT SECRETARY	1990/12/14	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453 U.S.A.
CLARKE	MR. DAVID F.	VP & GEN. MGR., POLYSTYRENE	1992/04/13	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453, U.S.A.
DORKO	MR. ZOLTAN J.	PRESIDENT	1991/12/31	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453, U.S.A.
MEACE	MR. JEFFREY G.	VICE PRESIDENT	1991/12/31	16800 GREENSPPOINT PARK DR. #375 SOUTH HOUSTON, TEXAS 77060 USA
O'REILLY	MR. J. PATRICK	TREASURER	1990/12/14	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453 U.S.A.
TURNER	MR. BRIAN M.	VP & GEN. MGR. POLYPROPYLENE	1992/04/13	2550 BUSHA HIGHWAY MARYSVILLE, MICHIGAN 48040 U.S.A.
WENSKY	MR. ARNOLD H.	SECRETARY	1992/04/13	690 MECHANIC STREET LEOMINSTER, MASSACHUSETTS 01453 U.S.A.

State of Delaware
Office of the Secretary of State

I, DANIEL R. GRIFFITH, ACTING SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF
INCORPORATION OF "55555 INC." FILED IN THIS OFFICE ON THE
NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 10:03 O'CLOCK A.M.



Daniel R. Griffith

ACTING SECRETARY OF STATE

AUTHENTICATION: *3738130

723008181

DATE: 01/08/1993