

Filing Fee: \$100.00

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129541



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

- The name of the limited partnership is Air Liquide America L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:
Air Liquide America Limited Partnership
- The limited partnership is organized under the laws of Delaware
and the date of its formation is October 1, 2002
- The general character of the business it proposes to transact in Rhode Island is:
production and sales of industrial gases or any lawful purpose
- The name and address of the agent for service of process is Capitol Corporate Services, Inc.
30 Lawn Street Providence RI 02908
(Street Address, not P.O. Box) (City/Town) (Zip Code)
- The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
- The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
2700 Post Oak Blvd. #1800, Houston, TX 77056

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CORPORATIONS DIV.

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7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
ALUSA GP, Inc.	c/o Air Liquide America L.P.
	2700 Post Oak Blvd., Houston, TX 77056, Attn: Secretary
N/A	
N/A	
N/A	
N/A	

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

2700 Post Oak Blvd., Houston, TX 77056

9. A mailing address for the foreign limited partnership is

2700 Post Oak Blvd., Houston, TX 77056

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

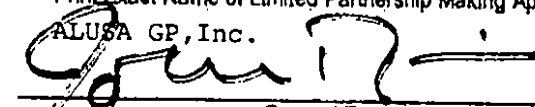
Date: October 1, 2002

Air Liquide America L.P.

Print Exact Name of Limited Partnership Making Application

ALUSA GP, Inc.

By

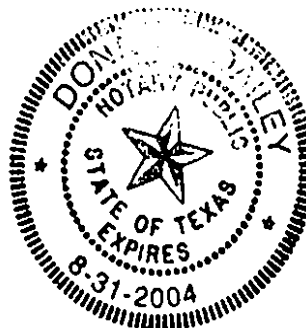

General Partner
John N. Baird, Secretary

STATE OF TEXAS

COUNTY OF HARRIS

In Houston, TX, on this 1st day of October, 2002, personally appeared before me John N. Baird who, being by me first duly sworn, declared that he/she is a general partner of Air Liquide America L.P. that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true. Secretary of ALUSA GP, Inc. the


Notary Public
My Commission Expires: _____



Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "AIR LIQUIDE AMERICA CORPORATION", CHANGING ITS NAME FROM "AIR LIQUIDE AMERICA CORPORATION" TO "AIR LIQUIDE AMERICA L.P.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF OCTOBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2216472

DATE: 01-22-03