

Filing and License Fee: \$310.00 minimum

ID Number: 141156



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
JUL 1 1 28 PM '04

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

- The name of the corporation is LANXESS Corporation
- It is incorporated under the laws of Delaware
- The name, if different, which it elects to use in Rhode Island is:
 - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

 - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- The date of its incorporation is March 22, 2004 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is c/o CSC Corporation Service Company, Suite 400, 2711 Centerville Road, Wilmington, DE 19808
- The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd. Ste. 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of the proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
See Attachment
- The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached officers/directors rider	
Director		
President		
Vice President		
Treasurer		
Secretary		

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9. 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 or Statement that Shares are without Par Value</u>
1,000	Common		\$0.01

10. 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 or Statement that Shares are without Par Value</u>
1,000	Common		\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 617,006,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 259,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .04 % *divide (b) by (a) and multiply by 100 to obtain the percentage.*
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,362,400,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,969,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .14 % *divide (b) by (a) and multiply by 100 to obtain the percentage.*
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: June 1, 2004

LANXESS Corporation

 Print Exact Name of Corporation Making Application
Randal S. Dearth
 Randal S. Dearth

By _____
 President or Vice President (check one)

AND
 By _____
 Marcy L. Tenaglia *Marcy L. Tenaglia*
 Secretary or Assistant Secretary (check one)

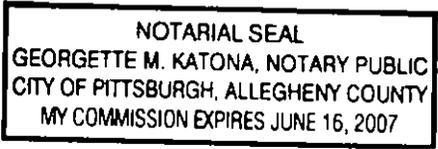
STATE OF Pennsylvania
 COUNTY OF Allegheny

In Pittsburgh Pennsylvania, on this 1st day of June, 2004, before me personally appeared Randall S. Dearth who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Georgette Katona
 Georgette Katona

 Notary Public

My Commission Expires: 6/17/2007



**Attachment to
Lanxess Corporation
List of Officers and Directors Addresses**

Office Held	Name	Business Address
Director	Randall S. Dearth	LANXESS Corporation 100 Bayer Road Pittsburgh, PA 15205
President and Chief Executive Officer	Randall S. Dearth	LANXESS Corporation 100 Bayer Road Pittsburgh, PA 15205
Vice President and Chief Financial Officer	Guy S. Kingwill	LANXESS Corporation 100 Bayer Road Pittsburgh, PA 15205
Vice President and Secretary	Marcy L. Tenaglia	LANXESS Corporation 100 Bayer Road Pittsburgh, PA 15205
Treasurer	Bruce Davis	LANXESS Corporation 100 Bayer Road Pittsburgh, PA 15205

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LANXESS Corporation

SPECIFIC PURPOSE CLAUSE

(1) The development, manufacture, importation, distribution and sale of chemical products including but not limited to: industrial chemicals; synthetic rubber and rubber chemicals; inorganic pigments and colorants; agrochemicals; pharmaceutical active ingredients; ion exchange resins; industrial biocides; semi-crystalline products; additives for plastics, rubber, paints, and coatings; styrenics; synthetic elastic fibers; and textile, leather, and papermaking processing chemicals; and (2) the provision of technical and other services related to the development, manufacture, importation, distribution and sale of such chemical products.

Delaware

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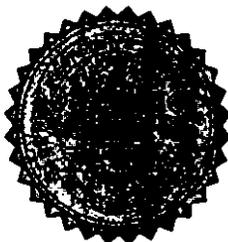
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "LANXESS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF MARCH, A.D. 2004, AT 7:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3148912

DATE: 06-03-04