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ID Number: 110196



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

BUSINESS CORPORATION

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

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 VAN WATERS & ROGERS INC.
- It is incorporated under the laws of Washington
- 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 7/3/1986 and the period of its duration is _____
- The address of its principal office in the state or country under the laws of which it is incorporated is _____
6100 Carillon Point, Kirkland, WA 98033
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Delivery of chemicals and related products to customers in Rhode Island from
points outside the state.
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
President		
Vice President	<u>66. N 24</u>	<u>R7 001</u>
Treasurer		
Secretary		

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STATE OF RHODE ISLAND

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
50,000	Common	----	NPV

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2	Common	----	NPV

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 425,696,848.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(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 0%. [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 \$ 1,611,218,698.

(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 \$ 765,351.

(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 4.7501% [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: 12/15/99

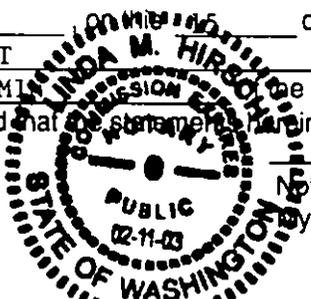
VAN WATERS & ROGERS INC.
Print Exact Name of Corporation Making Application

By [Signature]
 President or ^{SR.} Vice President (check one)

By [Signature] ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF WASHINGTON
COUNTY OF KING

In Kirkland on this 15 day of December, 1999, personally appeared before me GARY E. PRUITT who, being by me first duly sworn, declared that he/she is the SR. VP FINANCE & ADMINISTRATION of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]
Notary Public
by Commission Expires: 2-11-03

VAN WATERS & ROGERS INC.

OFFICER INFORMATION

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>	<i>DATE OF BIRTH (month, day, year)</i>
Hough, Paul H.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3404 (425) 889-4160 (Fax)	President	10/24/38
Butler, William A.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3990 (425) 889-4160 (Fax)	Senior V.P., & General Counsel	04/02/51
Cates, Bevan A.	Balcones Center, Ste. 160 11149 Research Blvd. Austin, TX 78759 (512) 346-6070 (512) 346-6071 (fax)	Vice President - Professional Products & Services	08/04/39
Heckenberg, Bruce D.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3589 (425) 889-4133 (Fax)	Vice President - Procurement	09/20/46
Irvine, Terrance	8500 W. 68 th Street Bedford Park, IL 60501 (708) 728-6740 (708) 728-6801 (Fax)	Vice President - Midwest Region	12/22/44
Landry, L. Dwight	6100 Carillon Point Kirkland, WA 98033 (425) 889-3498 (425) 889-4138 (Fax)	Vice President - Operations	08/24/45

<i>NAME</i>	<i>BUSINESS ADDRESS, TELEPHONE NO. & FACSIMILE NO.</i>	<i>OFFICE HELD</i>	<i>DATE OF BIRTH (month, day, year)</i>
Morton, Ron	10889 Bekay Street Dallas, TX 75238-1313 (214) 340-7300 (214) 340-9113 (Fax)	Vice President- Southern Region	
Nugent, Rodney	8201 S. 212th Kent, WA 98032-1925 (253) 872-5050 (253) 872-5041 (Fax)	Vice President - Western Region	
Pruitt, Gary E.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3440 (425) 889-4132 (Fax)	Senior V.P. Finance and Administration	03/04/50
Riemath, Robert J.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3903 (425)889- 4110 (Fax)	Vice President- Information Systems	05/13/45
Gene Sabatier	160 Essex Ave. East Avenel, NJ 07001-2020 (732) 636-4660 (732) 636-1938 (Fax)	Vice President - Northeast Region	01/4/42
Sammons, John P.	6100 Carillon Point Kirkland, WA 98033 (425) 889-3694 (425)889- 4110 (Fax)	Vice President- Corporate Development & eBusiness	10/15/46

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

DSW, INC.

Changing name to VAN WATERS & ROGERS INC.

as filed in this office on October 31, 1986.



Date: December 23, 1999

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital



Ralph Munro, Secretary of State