

Filing Fee: \$100.00

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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 Electronics U.S. LP
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, different from the name which it proposes to register and transact business in the state of Rhode Island is: Air Liquide Electronics U.S. Limited Partnership
- The limited partnership is organized under the laws of Delaware
and the date of its formation is September 22, 2004
- The general character of the business it proposes to transact in Rhode Island is:
The sale of industrial gases and related equipment.
- 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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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:
615 South DuPont Highway
Dover, Delaware 19901

Form No. 3.6
Revised: 01/99

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CORPORATIONS DIV.

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

<u>General Partner</u>	<u>Business Address</u>
Air Liquide Electronics GP LLC	2700 Post Oak Boulevard, Suite 1800 Houston, Texas 77056

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 Boulevard, Suite 1800
Houston, Texas 77056

9. A mailing address for the foreign limited partnership is

2700 Post Oak Boulevard, Suite 1800 Houston, Texas 77056

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

Date Nov. 09, 2004 Air Liquide Electronics U.S. LP
Print Exact Name of Limited Partnership Making Application

By [Signature]
General Partner

STATE OF Texas
COUNTY OF Dallas

In Dallas on this 09th day of November, 2004, personally appeared before me Rich Jant who, being by me first duly sworn, declared that he/she is a general partner of Air Liquide Electronics U.S. LP that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

Diane B. Mucci
Notary Public
My Commission Expires: 12/07/04



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 "AIR LIQUIDE ELECTRONICS U.S. LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2004, AT 4:59 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3486503

DATE: 11-18-04

CERTIFICATE OF LIMITED PARTNERSHIP

OF

AIR LIQUIDE ELECTRONICS U.S. LP

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, hereby certifies that:

FIRST: The name of the limited partnership (hereinafter called the "Company") is Air Liquide Electronics U.S. LP.


SECOND: The address of the Company's registered office in the State of Delaware is 615 South Dupont Highway, Dover, Delaware, 19901. The name of the registered agent at such address is Capitol Services, Inc.

THIRD: The name and mailing address of each general partner is as follows:

<u>Name</u>	<u>Address</u>
Air Liquide Electronics GP LLC	2700 Post Oak Boulevard Houston, Texas 77056-8229

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of September 13, 2004.

Air Liquide Electronics GP LLC, as General Partner

By: /s/ 
Kevin Feeny, Attorney in Fact for
Air Liquide Electronics GP LLC



AIR LIQUIDE

December 13, 2004

To Whom It May Concern:

Air Liquide Large Industries U.S. LP hereby consents to the use of a similar name by Air Liquide Electronics U.S. LP.


Kevin Feeney, Secretary



December 13, 2004

To Whom It May Concern:

Air Liquide Industrial U.S. LP hereby consents to the use of a similar name by Air Liquide Electronics U.S. LP.



Kevin Feeney, Secretary