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To the Honorable Commissioner of P.

102239870

attached original documents or copy thereof.

Name of conveying party(ies):

Huntsman Corporation

10-1-02

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State - UT

Other

Additional name(s) of conveying party(ies) attached? Yes No

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other Articles of Conversion

Execution Date: September 9, 2002

2. Name and address of receiving party(ies)

Name: Huntsman Company LLC

Internal Address:

Street Address: 500 Huntsman Way

City: Salt Lake City State: UT ZIP: 84108

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other Utah Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,753,498

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

10/03/2002 AMMEDI 00000010 1753498

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40.00 DP

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath

Name of Person Signing

[Signature]
Signature

9/26/02
Date

Total number of pages including cover sheet, attachments, and document:

CONVERSION

EXPEDITE

RECEIVED
SEP 09 2002
Utah Div. of Corp. & Comm. Code


ARTICLES OF CONVERSION

converting

HUNTSMAN CORPORATION
(a Utah corporation)

to

HUNTSMAN COMPANY LLC
(a Utah Limited Liability Company)

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 9 day of SEP 2002
In this office of this Division and hereby issued
this Certificate thereof.
Examiner _____ Date 9/10/02

Kathy Berg
Division Director

HUNTSMAN CORPORATION, a Utah corporation (the "Subject Entity"), acting pursuant to the provisions of the Utah Revised Limited Liability Company Act (the "Act") and the Utah Revised Business Corporation Act, and for the purpose of converting the Subject Entity to a Utah limited liability company (the "Company"), hereby adopts these Articles of Conversion and hereby declares and certifies as follows:

ARTICLE I

SUBJECT ENTITY ORGANIZATION

The Subject Entity was first incorporated in the State of Utah on December 19, 1994, as Registration No. 1210790-0142.

ARTICLE II

SUBJECT ENTITY NAME

The name of the Subject Entity, immediately prior to the filing of these Articles of Conversion, is Huntsman Corporation.

ARTICLE III

COMPANY NAME

The name of the Company, as set forth in its Articles of Organization filed in accordance with Section 48-2c-1401(2)(b) of the Act, is Huntsman Company LLC.

ARTICLE IV

CONVERSION OF SHARES

Upon conversion of the Subject Entity to the Company, each outstanding share of the stock of any class or series of the Subject Entity will be converted automatically to

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one (1) Common Unit of the Company, which is the single class of membership interests in the Company. Upon surrender of the certificate(s) therefor, each share of stock of the Subject Entity will be exchanged for one (1) Common Unit of the Company.

ARTICLE V

EFFECTIVE TIME

The conversion of the Subject Entity to the Company is to be effective upon the filing of these Articles of Conversion and the Company's Articles of Organization with the Division of Corporations and Commercial Code of the Utah Department of Commerce.

ARTICLE VI

OWNER/SHAREHOLDER APPROVAL

The conversion of the Subject Entity to the Company has been duly approved by all of the owners/shareholders of the Subject Entity.

IN WITNESS WHEREOF, the Subject Entity has executed these Articles of Conversion as of the 9th day of September, 2002.

HUNTSMAN CORPORATION,
a Utah corporation

By: 

Name: Samuel D. Scruggs

Title: Executive Vice President

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SEP 09 2002

Utah Div. of Corp.
& Comm. Code

ARTICLES OF ORGANIZATION

OF

HUNTSMAN COMPANY LLC

The undersigned individual, being 18 years of age or older and acting pursuant to the Utah Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization in connection with the conversion of Huntsman Corporation, a Utah corporation (the "Subject Entity"), to a Utah limited liability company (the "Company"):

ARTICLE I

NAME

The name of the Company is Huntsman Company LLC.

ARTICLE II

TERM

The Company will continue until December 31, 2080, unless earlier dissolved according to law or as otherwise provided in the Company's Operating Agreement.

ARTICLE III

BUSINESS PURPOSE

The business purpose for which the Company is organized is to engage in any lawful act or activity for which limited liability companies may be organized under the Act, as amended, supplemented, or replaced from time to time.

ARTICLE IV

CAPITALIZATION

The capital structure of the Company shall consist of one class of interests (collectively, the "Common Units"). Each Common Unit shall have one vote and shall otherwise be identical with each other Common Unit in every respect. Upon conversion of the Subject Entity to the Company, each outstanding share of the stock of any class or series of the Subject Entity will be converted automatically to one (1) Common Unit of the Company.

Date: 09/09/2002
Receipt Number: 666709
Amount Paid: \$110.00

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ARTICLE V

BOARD OF MANAGERS

The Company is to be managed by a Board of Managers. The number of Managers which shall constitute the Board of Managers may vary from three (3) to twelve (12) as prescribed by the Operating Agreement of the Company. The number of Managers constituting the initial Board of Managers of the Company shall be nine (9), and the names and street addresses of the individuals who are to serve as the initial Managers until their resignation, removal, or death are as follows:

Name	Street Address
1. Jon M. Huntsman	500 Huntsman Way Salt Lake City, Utah 84108
2. Karen H. Huntsman	500 Huntsman Way Salt Lake City, Utah 84108
3. Peter R. Huntsman	500 Huntsman Way Salt Lake City, Utah 84108
4. Richard P. Durham	500 Huntsman Way Salt Lake City, Utah 84108
5. James A. Huffman	500 Huntsman Way Salt Lake City, Utah 84108
6. David H. Huntsman	500 Huntsman Way Salt Lake City, Utah 84108
7. Paul C. Huntsman	500 Huntsman Way Salt Lake City, Utah 84108
8. James H. Huntsman	500 Huntsman Way Salt Lake City, Utah 84108
9. David S. Parkin	500 Huntsman Way Salt Lake City, Utah 84108

ARTICLE VI

REGISTERED AGENT AND ADDRESS

The name and street address of the Company's initial registered agent are: Robert B. Lence, 500 Huntsman Way, Salt Lake City, Utah, 84108. The Director of the Division of Corporations and Commercial Code of the Utah State Department of Commerce is appointed as the agent of the Company for service of process if the registered agent has resigned, or the registered agent's authority has been revoked, or the registered agent cannot be found or served with the exercise of reasonable diligence.

ARTICLE VII

DESIGNATED OFFICE

The Company's registered office shall be its designated office.

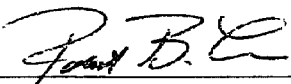
ARTICLE VIII

ORGANIZER

The name and street address of the organizer of the Company are: Robert B. Lence, 500 Huntsman Way, Salt Lake City, Utah 84107.

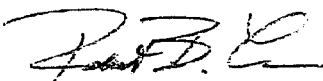
IN WITNESS WHEREOF, the Organizer and the initial Registered Agent have executed these Articles of Organization as of the 9th day of September, 2002.

ORGANIZER:



Robert B. Lence, Organizer

INITIAL REGISTERED AGENT:



Robert B. Lence, Registered Agent



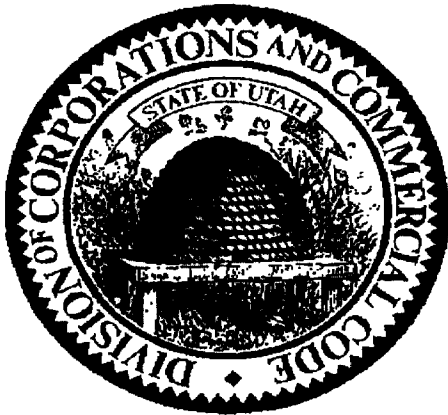
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

September 10, 2002

CERTIFICATE OF EXISTENCE

Registration Number: 1210790-0160
Business Name: HUNTSMAN COMPANY LLC
Registered Date: DECEMBER 19, 1994
Entity Type: LIMITED LIABILITY COMPANY
Current Status: GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah.



Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801) 530-6628

Real Estate
(801) 530-6747

Public Utilities
(801) 530-6651

Securities
(801) 530-6600

Consumer Protection
(801) 530-6601