

F9500004235

David Singh

Ultra Creative Corp.
975 Essex Street
Brooklyn, NY 11208-5443

City/State/Zip

Phone #

000002171360--7
-05/08/97--01087--010
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>AC</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97/MAY 27 AM 10:44
CIVIL SERVICE

MAY 28 1997

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

DAVID SINGH
ULTRA CREATIVE CORP.
975 ESSEX STREET
BROOKLYN, NY 11208-5443

SUBJECT: ULTRA CREATIVE CORP.
Ref. Number: F95000004235

We have received your document for ULTRA CREATIVE CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please accept our apology for having sent the wrong form.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00026059

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECRET
97 MAY 27 AM 10:14
DIVISION

SECTION I
(1-3 MUST BE COMPLETED)

1. Ultra Creative Corp.
Name of corporation as it appears on the records of the Department of State.
2. New York 3. 8/31/95
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/26/97
5. Ultra Flex Packaging Corp.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

X [Signature]
Signature

5/21/97
Date

Eric Blatt
Typed or printed name

President
Title

F 970326000444

LC 11 3 31 11 '97

CSC 45

CERTIFICATE OF AMENDMENT

OF

ULTRA CREATIVE CORP.

Under Section 805 of the Business Corporation Law

LCC

**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED MAR 26 1997

TAXS 0

BY: J.D.W.

Kings

BILLED

**FILED BY: STEPHEN FIELD, ESQ
LAW OFFICES OF STEPHEN FIELD
620 FIFTH AVENUE
THIRD FLOOR
NEW YORK, NY 10020**

MPJ

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970326000475

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAR 28 1997



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

MAR-24-1997 10:22

LAW OFF. of STEPHEN FIELD

7970326000 446

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ULTRA CREATIVE CORP.**

CSC 45

Under Section 805 of the Business Corporation Law

We the undersigned, the President and the Secretary of the Corporation, do hereby certify:

FIRST: The name of the corporation is Ultra Creative Corp.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State of the State of New York on April 5, 1974 under the original name Ultra Flex Packaging Corp. and a Certificate of Amendment thereto was filed with the Department of State on April 12, 1988.

THIRD: Article **FIRST** of the certificate of incorporation of the corporation is hereby amended to read as follows:

"The name of the corporation is **ULTRA FLEX PACKAGING CORP.**"

FOURTH: The foregoing amendment to the certificate of incorporation of the corporation was authorized by the unanimous written consent

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of the holders of all of the outstanding shares of the corporation entitled to vote thereon and by all of the directors of the corporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: February 25, 1997

ULTRA CREATIVE CORP.

By: Eli Blatt
Eli Blatt, President

By: Todd Addison
Todd Addison, Secretary

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AMENDED SHAREHOLDERS AGREEMENT
OF
ULTRA CREATIVE CORP.

Agreement made as of this 17th day of December, 1996, by and among ELI BLATT, residing at 6 Rolling Drive, Brookville, New York 11545, ALFRED SALERNO, residing at 19 Downing Avenue, Sea Cliff, New York 11579, TODD ADDISON, residing at 15 Classic Drive, Trumbull, Connecticut 06611 and ROBERTA FOX, residing at 129 The Chase, Syosset, New York 11791, ROBERT SMITH, residing at 4 Cyril Drive, Huntington, New York 11743, EUGENE SALERNO, residing at 228 Hamlet Drive, Jericho, New York 11753 (collectively referred to as the "Shareholders" and individually as a "Shareholder") and ULTRA CREATIVE CORP., a New York corporation having its office and principal place of business at 975 Essex Street, Brooklyn, New York 11208 (the "Corporation").

WHEREAS, the Corporation and the Shareholders desire to impose certain limitations and restrictions upon the sale, transfer, gift, pledge, assignment or other disposition (each of said acts being hereinafter referred to as a "Transfer") of the shares of common stock of the Corporation (individually, a "Share" or "Shares" or collectively the "Stock") or any interest therein now or hereafter owned

become a shareholder of the Corporation hereafter shall be elected a director or be entitled to designate any other person to be elected a director without the consent of all parties hereto.

2. Officers.

2.1 The Shareholders hereby agree to cause the following persons to be elected as officers of the Corporation, to hold the office or offices set opposite their respective names, for the period commencing on the date of this Agreement and continuing so long as such person remains a Shareholder, both of record and beneficially:

- (i) Eli Blatt, President, who shall, among other duties, be exclusively in charge of production;
- (ii) Alfred Salerno, Secretary and Vice President for Sales, who shall be a co-head of sales;
- (iii) Eugene Salerno, Vice President for Sales;
- (iv) Robert Smith, Vice President for Sales, who shall be a co-head of Sales;
- (v) Todd Addison, Vice President for Sales and Treasurer, who shall be a co-head of Sales; and
- (vi) Roberta Fox, Vice President for Special Projects.