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KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
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(850) 224-9634
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Interoffice Memorandum

TO: Tallahassee Runner(s)
FROM: Donna Connelly (Joseph R. Panzl's office)
DATE: August 30, 1999
RE: Filing with Dept. of State (Client #3524-9366)

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 AM 9:40

PLEASE CALL JOSEPH R. PANZL IN ORLANDO (407-841-7100) PRIOR TO FILING THE ATTACHED, BUT PLEASE OBTAIN A CHECK AND BE READY TO FILE WHEN YOU CALL:

Attached please find a check request for the filing of a Certificate of Limited Partnership of Rainbow Plastics, Ltd. Please obtain a check in the amount of \$1,785. Also enclosed is an original and one copy of the Certificate of Limited Partnership of Rainbow Plastics, Ltd. **Upon permission from Joseph R. Panzl**, please file the attached original, and ask the clerk to "file" stamp the copy and return it to you. Please fax the stamped copy to Mr. Panzl @ 407-649-4719, and then mail it to him in the overnight mail to Orlando.

Thank you. Donna (407-650-4225)

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***1785.00 ***1785.00

Handwritten: JRC Colleen Ready
8/31/99 224-9634

RECEIVED
99 AUG 31 PM 3:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 31 PM 3:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAINBOW PLASTICS, LTD.**

a Florida Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 AM 9:40

The undersigned, being desirous of forming a limited partnership pursuant to the laws of the state of Florida, hereby certifies as follows:

1. Name of Limited Partnership. The name of the limited partnership is **RAINBOW PLASTICS, LTD.**, a Florida limited partnership (the "Partnership").

2. Recordkeeping Office. The records of the Partnership shall be kept at 8762 Lake Tibet Court, Orlando, Florida 32836.

3. Agent for Service of Process; Address of Registered Agent. The initial agent of the Partnership for service of process shall be Rainbow Plastics, Inc., 8762 Lake Tibet Court, Orlando, Florida 32836.

4. General Partner. The name and business address of the sole initial general partner of the Partnership is as follows:

Name
Rainbow Plastics, Inc.

Address
8762 Lake Tibet Court
Orlando, Florida 32836

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5. Address of Partnership. The mailing address of the Partnership is 8762 Lake Tibet Court, Orlando, Florida 32836.

6. Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2029.

7. Capital Contributions. Pursuant to Florida Statute Section 620.108, an affidavit setting forth the present and anticipated capital contributions of the limited partners of the Partnership is attached hereto as **Exhibit A**.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate of Limited Partnership on this 30th day of August, 1999.

RAINBOW PLASTICS, INC.

By: Ronald H. Leventhal, V.P.
Ronald H. Leventhal, Vice President

ACCEPTANCE OF APPOINTMENT

The undersigned, **RAINBOW PLASTICS, INC.**, by its Vice President, Ronald H. Leventhal, hereby acknowledges and accepts its appointment as registered agent of **RAINBOW PLASTICS, LTD.**, a Florida limited partnership (the "Partnership"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 620 of the Florida Statutes.

Dated this 30th day of August, 1999.

RAINBOW PLASTICS, INC.

By: Ronald H. Leventhal, V.P.
Ronald H. Leventhal, Vice President

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EXHIBIT A

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
RAINBOW PLASTICS, LTD.**

a Florida limited partnership

The undersigned, being the sole general partner of **RAINBOW PLASTICS, LTD.** (the "Partnership"), having been first duly sworn, hereby declares as follows:

(1) The limited partners of the Partnership have made initial capital contributions to the Partnership in the amount of \$0.

(2) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$300,000.

FURTHER AFFIANT SAYETH NOT.

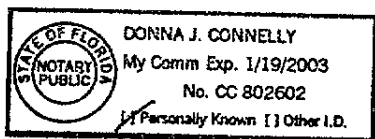
RAINBOW PLASTICS, INC.,
a Florida corporation

By: *Ronald H. Leventhal, V.P.*
Ronald H. Leventhal, Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

Before me, the undersigned authority, personally appeared Ronald H. Leventhal, who is the Vice President of **RAINBOW PLASTICS, INC.**, a Florida corporation, and who is personally known to me, and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.

Dated this 30th day of August, 1999.



Donna J. Connelly
Notary Public, State of Florida

Print Name: Donna Jo Connelly

Commission Expires: 1-19-2003