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THE UNITED STATES
CORPORATION
COMPANY

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
ACCOUNT NO. STATE
REFERENCE

072100000032

563973

4324340

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT :

\$ ~~70~~

ORDER DATE : October 14, 1997

ORDER TIME : 3:07 PM

ORDER NO. : 563973-015

CUSTOMER NO: 4324340

500002323445--8

CUSTOMER: John Kyles, Esq
Finn Dixon & Herling LLP
One Landmark Square

Stamford, CT 06901

FOREIGN FILINGS

NAME: FFC HOLDINGS, L.P.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 17 PM 3:15

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY
XXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED
97 OCT 17 AM 10:50
DIVISION OF CORPORATION

10/17/97

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. FFC Holdings, L.P.
(Name of limited partnership as it is in the home state)

2. FFC HOLDINGS, LIMITED
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware
(State of Formation)

4. 10/16/97
(Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

By: [Signature]
(Agent must sign on this line)

8. Corporation Service Company, 1013 Centre Road, Wilmington, DE 19805
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Warwick Fl-Foil, Inc. 70 Main Street, New Canaan, CT 06840

F97000065422

10. 70 Main Street, New Canaan, CT 06840
(Office where Names, Addresses and contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

WJ9112 1861 3 100

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SECRETARY OF CORPORATIONS
OCT 17 PM 3:15

12. 70 Main Street, New Canaan, CT 06840

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 11th, October, 1997

[Signature]
General Partner

STATE OF Connecticut

COUNTY OF Fairfield

On this 11th day of October, 1997, R. Paul Sprague

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the bases of _____

[Signature]

(Notary Public Signature)
DOROTHY A. FRONIO
NOTARY PUBLIC

MY COMMISSION EXPIRES NOV. 30, 1999

(Notary Public Signature)

Seal

My Commission expires: _____

FILED
SECRETARY OF STATE
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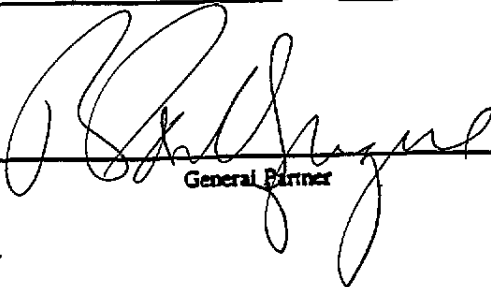
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally _____
a general partner of FFC Holdings, L.P. , *a (an)* Delaware *Limited partnership*
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,500,000.00 .
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,500,000.00 .

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 11th day of October , 19 97 .



General Partner

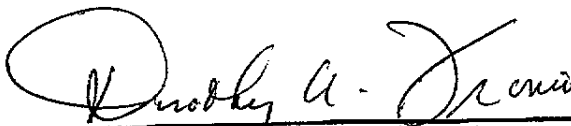
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STATE OF Connecticut
COUNTY OF Fairfield

On this 11th day of October , 19 97 , R. Paul Sprague

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____



(Notary Public Signature)
DOROTHY A. FRONIO
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 1999

(Notary Public Signature)

Seal

My Commission Expires: _____