

# B97000000554



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 563973 4324340

AUTHORIZATION : *Patricia Kyzar*

COST LIMIT : \$ ~~75.00~~

ORDER DATE : October 14, 1997

ORDER TIME : 3:08 PM

ORDER NO. : 563973-020

CUSTOMER NO: 4324340

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

Stamford, CT 06901

## FOREIGN FILINGS

NAME: FFC ACQUISITION, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED  
97 OCT 17 PM 1:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

300002323443-5

FILED  
97 OCT 17 PM 3:18  
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DIVISION OF CORPORATIONS

FILED RECEIVED  
97 OCT 17 PM 3:09  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AM ID: 50  
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 Acquisition, L.P.  
(Name of limited partnership as it is in the home state)
2. FFC ACQUISITION, 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.") 7

3. Delaware 4. September 22, 1997  
(State of Formation) (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: Karen B. Rhy  
(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 Fi-Foil, Inc. 70 Main Street, New Canaan, CT 06840

897 050 005422

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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 11<sup>th</sup>, October, 1997

*R. Paul Sprague*  
General Partner

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 17 PM 3:19

STATE OF Connecticut

COUNTY OF Fairfield

On this 11<sup>th</sup> 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 \_\_\_\_\_

*Dorothy A. Fronio*

(Notary Public Signature)  
DOROTHY A. FRONIO

NOTARY PUBLIC  
MY COMMISSION EXPIRES NOV. 30, 1999

(Notary Public Signature)

Seal

My Commission expires: \_\_\_\_\_

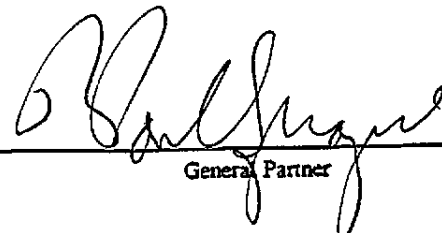
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally \_\_\_\_\_  
a general partner of FFC Acquisition, 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 \$ 5,555,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,555,000.00.

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.

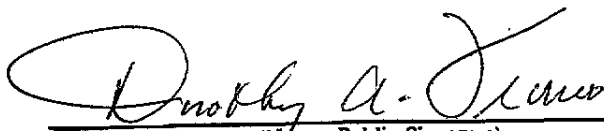
This 11th day of October, 19 97.

  
\_\_\_\_\_  
General Partner

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: \_\_\_\_\_

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