



**F00000007169**

UCC FILING & SEARCH SERVICES, INC.  
 26 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

OFFICE USE ONLY

8280928750-U

December 26, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Mouldings Acquisition Corp.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Statu
- Certificate of Good Standing

**Retrieval Request**

- Photocopy
- Certified Copy

- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

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NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other Affidavit/LP

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
X	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other Cancellation

FILED  
 00 DEC 26 AM 8:59  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*377 12/26*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Mouldings Acquisition Corp.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 6, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of Application with the Secretary of State of Florida  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Easport Operating Partners  
841 Broadway, Suite 504 New York, NY 10003  
(Current mailing address)

8. The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
Name: NRAI Services, Inc.  
Office Address: 526 East Park Avenue  
Tallahassee, Florida, 32301  
(Zip code)

10. **Registered agent's acceptance:**  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

NRAI Services, Inc.  
*Dusemaphlogus*  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Andrew J. McWethy

Address: c/o Eastport Operating Partners

841 Broadway, Suite 504      New York, NY 10003

Vice Chairman: Dr. F. Patrick Smith

Address: c/o Tekni-Plex, Inc.

201 Industrial Parkway      Somerville, NJ 08876

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Dr. F. Patrick Smith

Address: c/o Tekni-Plex, Inc.

201 Industrial Parkway      Somerville, NJ 08876

Vice President: Ed Kata

Address: c/o Eastport Operating Partners

841 Broadway, Suite 504      New York, NY 10003

Secretary: Andrew J. McWethy

Address: c/o Eastport Operating Partners

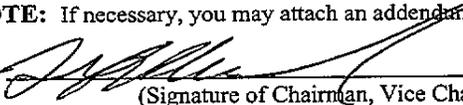
841 Broadway, Suite 504      New York, NY 10003

Treasurer: Ed Kata

Address: c/o Eastport Operating Partners

841 Broadway, Suite 504      New York, NY 10003

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen R. Rusmisl, Assistant Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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**ADDENDUM**

12B. OFFICERS (CONTINUED)

Vice President/

Assistant Secretary: Stephen R. Rusmiser

Address: c/o Winthrop, Stimson, Putnam & Roberts  
1 Battery Park Plaza  
New York, NY 10004

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TALLAHASSEE, FLORIDA  
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State of Delaware  
Office of the Secretary of State

PAGE 1  
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TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE DELAWARE, DO HEREBY CERTIFY "MOULDINGS ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOULDINGS ACQUISITION CORP." WAS INCORPORATED ON THE SIXTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State  
AUTHENTICATION: 0869009

DATE: 12-20-00