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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Exopack Holding Corp.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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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TALLAHASSEE, FLORIDA

1. Exopack Holding Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 76-0678893
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 12, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486
(Principal office address)

5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486
(Current mailing address)

8. Holding Company
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

By:  CT Corporation System
PETER F. SOUZA
(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.

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PAGE 03/05
PAGE 06/08

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Director: Marc J. Leder

Address: 5200 Town Center Circle, Suite 470

Boca Raton, Florida 33486

Vice Chairman: Director: Rodger R. Krouse

Address: 5200 Town Center Circle, Suite 470

Boca Raton, Florida 33486

Director: Clarence E. Terry

Address: 5200 Town Center Circle, Suite 470

Boca Raton, Florida 33486

Director: Michael Kalb

Address: 5200 Town Center Circle, Suite 470

Boca Raton, Florida 33486

B. OFFICERS

President: Stanley Bileniege

Address: 3070 Southport Road

Spartanburg, SC 29302

Vice President: Scott Edwards

Address: 5200 Town Center Circle, Suite 470

Boca Raton, Florida 33486

Secretary: Cabell Aereo

Address: 3070 Southport Road, Spartanburg, SC 29302

Treasurer: John Raaps

Address: 3070 Southport Road, Spartanburg, SC 29302

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Scott Edwards, Vice President
(Typed or printed name and capacity of person signing application)

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PAGE 04/05
PAGE 07/08

**Addendum to Application By Foreign Corporation For Authorization To Transact
Business in Florida:**

12A. DIRECTORS

Director: Jack Knott
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Director: Gerald Woelcke
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

Director: Chris Metz
5200 Town Center Circle, Suite 470
Boca Raton, FL 33486

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PAGE 05/05
PAGE 08/08

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENOPACK HOLDING 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 TWENTY-NINTH DAY OF SEPTEMBER, A. D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4192946

DATE: 09-29-05