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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PROSKAUER ROSE GOETZ & MENDELSON
2255 GLADES ROAD
ONE BOCA PLACE STE 340 W
BOCA RATON FL 33431-0000 0000
CONTACT: COLLEEN A BRUNO
PHONE: (407) 995-4751
FAX: (407) 241-7145

(((H96000007926)))
NAME: U.S. PLASTIC LUMBER CORP.
DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

FAX AUDIT NUMBER: H96000007926
DATE REQUESTED: 06/06/1996
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66 JUN -6 AM 10:28

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. U.S. PLASTIC LUMBER 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. Nevada

(State or country under the law of which it is incorporated)

3. 87-0404343

(FBI number, if applicable)

4. June 2, 1992

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 31, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 2300 Glades Road, Suite 440 West

Boca Raton, FL 33431

(Current mailing address)

8. Manufacture and sale of recycled plastic lumber products

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: David A. Farrow

Office Address: 2300 Glades Road, Suite 440 West

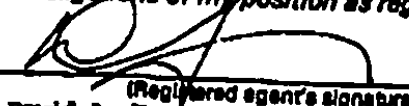
Boca Raton

, Florida, 33431

(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: 

(Registered agent's signature)

David A. Farrow

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.

Henry E. Lichtenberger, Esq.

FL Bar No. 0938238
Proskauer Rose Goetz & Mendelsohn LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
407-241-7400

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

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A. DIRECTORS

Chairman: Harold H. Geburt
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Vice Chairman: _____
Address: _____

Director: David A. Farrow
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Director: Louis Jullien
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

SEE ATTACHED
ADDENDUM

B. OFFICERS

President: David A. Farrow
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Vice President: Lionel A. Marquis
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Secretary: M. Scott Irong
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Treasurer: Lionel A. Marquis
Address: 2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

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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. David A. Farrow, President
(Typed or printed name and capacity of person signing application)

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Addendum to U.S. Plastic Lumber Corp. Application for Qualification in FL:

12A. Directors

Raymond Darling
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Christopher Walter
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Eugene Arnold
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Mark Alsentzer
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Raymond Kiernan
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Robert Johnson
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

Lester E. Moody
2300 Glades Road, Suite 440 West
Boca Raton, FL 33431

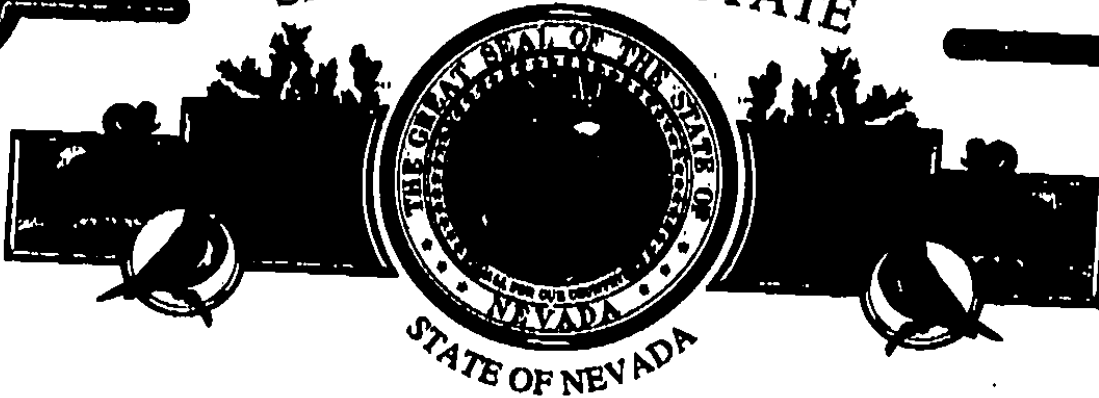
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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, U.S. PLASTIC LUMBER CORP., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 2, 1992, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 6, 1998.

Dean Heller

Secretary of State

By

S. Busch

Certification Clerk

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