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January 29, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Fenton, Weber & Jones Packaging, Inc.

Gentlemen:

Please be advised that we represent Fenton, Weber & Jones Packaging, Inc. of 160 Wales Avenue, Tonawanda, New York, 14150. Enclosed please find the following:

1. Transmittal Letter.
2. Application by a Foreign Corporation for Authorization to Transact Business in Florida.
3. Good Standing Certificate from the New York State Department of State.
4. Our check in the amount of \$70.00 payable to Florida Department of State.

Please process this application and issue a Letter of Acknowledgment to us upon registration. Enclosed is a self-addressed, stamped envelope for the return of same. Please advise if there are any problems or questions regarding these enclosures. Thank you very much.

Very truly yours,

WATSON, BENNETT, COLLIGAN,
JOHNSON & SCHECHTER, L.L.P.

By:


James W. Bennett

JWBrjz

Enclosures

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cc: Fenton, Weber & Jones Packaging, Inc.

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FENTON, WEBER & JONES PACKAGING, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James W. Bennett, Esq.

(Name of Person)

Watson, Bennett, Colligan, Johnson & Schechter, L.L.P.

(Firm/Company)

600 Fleet Building, 12 Fountain Plaza

(Address)

Buffalo, New York 14202

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

James W. Bennett, Esq.

(Name of Person)

at (716) 852-3540

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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.*

1. FENTON, WEBER & JONES PACKAGING, INC.
(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. New York 3. 16-061120290
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 27, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/20/97
(Date first transacted business in Florida.) SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 160 Wales Avenue
Tonawanda, New York 14150
(Current mailing address)

8. SALES, MARKETING AND MANUFACTURING OF PACKAGING AND CONTAINERS
(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)

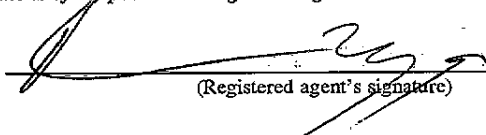
Name: Kevin D. Brownrigg

Office Address: 92 Windward Lane

Ormond Beach, Florida, 32176
(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.


(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)

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

Chairman: _____

Address: _____

Vice-Chairman: _____

Address: _____

Director: 1. JOHN S. JONES

Address: 44 High Park Boulevard, Amherst, New York 14226

Director: 2. RUSSELL R. FENTON

Address: 48 Plantation Court, East Amherst, New York 14051

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

President: JOHN SCOTT JONES

Address: 44 High Park Boulevard, Amherst, New York 14226

Vice-President: Chief Operations Officer: RUSSELL R. FENTON

Address: 48 Plantation Court, East Amherst, New York 14051

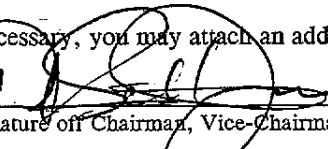
Secretary: OLGA TSCHERNENKO

Address: 58 Lucy Lane, Buffalo, New York 14225

Treasurer: JOHN SCOTT JONES

Address: 44 High Park Boulevard, Amherst, New York 14226

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. JOHN S. JONES, PRESIDENT
(Typed or Printed name and capacity of person signing application)

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**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of FENTON, WEBER & JONES PACKAGING, INC. was filed on 11/27/1984, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of November
one thousand nine hundred and
ninety-seven.*



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Special Deputy Secretary of State

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