

F98000001418

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: U.S. Plastic Lumber, Ltd.
(Name of corporation - must include suffix)

W 98-3968

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:

Bruce C. Rosetto
(Name of Person)

200002456212--4
-03/13/98--01001--017
*****70.00 *****70.00

U.S. Plastic Lumber Corporation
(Firm/Company)

2300 Glades Road, Suite 440W
(Address)

Boca Raton, FL 33431
(City/State/Zip)

SECRETARY OF CORP.
TALLAHASSEE, FLORIDA

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

Bruce C. Rosetto
(Name of Person)

at (561) 394-3511
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 23, 1998

BRUCE C. ROSETTO
U.S. PLASTIC LUMBER CORPORATION
2300 GLADES RD., #440W
BOCA RATON, FL 33431

SUBJECT: U.S. PLASTIC LUMBER, LTD.
Ref. Number: W98000003963

We have received your document for U.S. PLASTIC LUMBER, LTD., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 998A00010155



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned Bruce C. Rosetto, do hereby certify
that this Resolution of the Board of Directors of U.S. Plastic Lumber, Ltd.

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on December 24, 19 97.

Resolved, that U.S. Plastic Lumber, Ltd., organized
and existing in the State of Delaware, hereby adopts the
name U.S. Plastic Lumber, Inc. = Worldwide
for use in Florida.

Dated: March 3, 1998

Signature of at least one director
Bruce C. Rosetto, Secretary

INHS19(3/95)

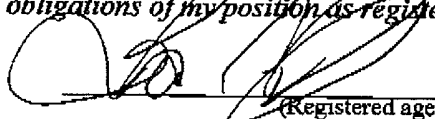
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. U.S. Plastic Lumber, Ltd
(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
(State or country under the law of which it is incorporated)
3. 65-0805250
(FEI number, if applicable)
4. December 24, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 15, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2300 Glades Road, Suite 440W
Boca Raton, FL 33431
(Current mailing address)
8. All legal purposes
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Bruce C. Rosetto
Office Address: 2300 Glades Road, Suite 440W
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.


(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: Michael A. LupoAddress: 2300 Glades Road, Suite 440W
Boca Raton, FL 33431

Vice Chairman: _____

Address: _____

Director: _____

Address: _____


Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: Michael A. LupoAddress: 2300 Glades Road, Suite 440W
Boca Raton, FL 33431

Vice President: _____

Address: _____

Secretary: Bruce C. RosettoAddress: 2300 Glades Road, Suite 440W
Boca Raton, FL 33431Treasurer: Michael D. SchmidtAddress: 2300 Glades Road, Suite 440W
Boca Raton, FL 33431**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Bruce C. Rosetto, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. 
(Type or printed name and capacity of person signing application)98 MAR 11 PM 12:37
SEDA PARK
TALLAHASSEE, FLORIDA

FILED

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. PLASTIC LUMBER LTD." 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 1998.

FILED

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SECRETARY OF STATE
DELAWARE



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2838356 8300

DATE: 8925632

981041455

02-18-98