

F980000001954

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Reid Plastics, 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. "LITER OF CONSENT"

Please return all correspondence concerning this matter to the following:

600002418876--9  
-02/02/98--01106--001  
\*\*\*\*131.25 \*\*\*\*131.25

Ernie Remo  
(Name of Person)  
Reid Plastics, Inc.  
(Firm/Company)  
1070 Samuelson Street  
(Address)  
City of Industry, CA 91748  
(City/State/Zip)

W98-2389

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

Ernie Remo at ( 626 ) 854-2949  
(Name of Person) (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

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DIVISION OF CORPORATIONS  
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Corporate Office

January 29, 1998

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

Re: Consent to use of Corporate Name

Ladies & Gentlemen:

As Chief Financial Officer of Reid Plastics, Inc., a California corporation qualified to do business in the state of Texas ( "Reid-CA" ), I hereby authorized Reid Plastics, Inc., A Delaware corporation formerly known as Reid Intermediate Holdings, Inc., ( "Reid-DE" ), to use the name "Reid Plastics, Inc." for purpose of its application for Certificate of Authority to transact business in the state of Florida.

Reid-CA, which merged with and into Reid-DE on October 10, 1997 will be withdrawing its qualification to transact business in the state of Florida.

If you have any question please call Ernie Remo at (626) 854-2949.

Sincerely,

Martin K. Brogden  
Chief Financial Officer  
Reid Plastic, Inc., a California Corporation

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1998

ERNIE REMO  
REID PLASTICS, INC.  
1070 SAMUELSON ST.  
CITY OF INDUSTRY, CA 91748

SUBJECT: REID PLASTICS, INC.  
Ref. Number: W98000002389

We have received your document for REID PLASTICS, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

We have noted your letter concerning the California corporation's intent to withdraw; however, the withdrawal must be filed with our office before the name would become available for the Delaware corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 098A00005991

**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. Reid Plastics, 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. Delaware 3. 95-4518077  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/16/95 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/98  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1070 Samuelson Street  
City of Industry, CA 91748  
(Current mailing address)

8. To engage in any lawful act or activity for which corporation may be organized under the general law of Delaware and permitted under Florida laws.  
(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)

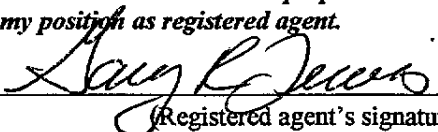
Name: Gary Lewis

Office Address: 4961 Distribution Drive

Tampa, Florida, 33605  
(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: SEE ATTACHED

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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

President: SEE ATTACHED

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

13. W. H. W. D. 1/29/98  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WILLIAM DUNCAN - VICE PRESIDENT/CHIEF FINANCIAL OFFICER  
(Typed or printed name and capacity of person signing application)

REID PLASTICS INC.  
FEDERAL ID # 95-4518077

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**DIRECTORS**

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**WILLIAM G. BELL**  
W.G. Bell Sales, Inc.  
One Commerce Drive  
Pittsburgh, PA 15239

**RONALD V. DAVIS**  
Davis Capital LLC  
2015 West Main Street  
Stamford, CT 06902

**JAMES P. KELLEY**  
Vestar Capital Partners  
1225 17th Street, Suite 1660  
Denver, CO 80202

**LEONARD LIEBERMAN**  
One Gateway Center  
Suite 532  
Newark, NJ 07102-5311

**KEVIN A. MUNDT**  
Mercer Management Consulting  
33 Hayden Avenue  
Lexington, MA 02173

**DANIEL S. O'CONNELL**  
Vestar Capital Partners  
245 Park Avenue, 41st Floor  
New York, NY 10167

**B. JOSEPH ROKUS**  
Reid Plastics, Inc.  
440 E, Huntington Drive, Suite 201  
Arcadia, CA 91006

**ROBERT SINGLETON**  
President & CEO - Russell-Stanley Corp.  
230 Half Mile Road  
Red Bank, NJ 07701

**Thomas H. Van Weelden**  
President - Allied Waste Industries  
15880 N. Greenway Hayden Loop, Ste. 1000  
Scottsdale, AZ 85260

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REID PLASTICS, INC.  
FID # 95-4518077

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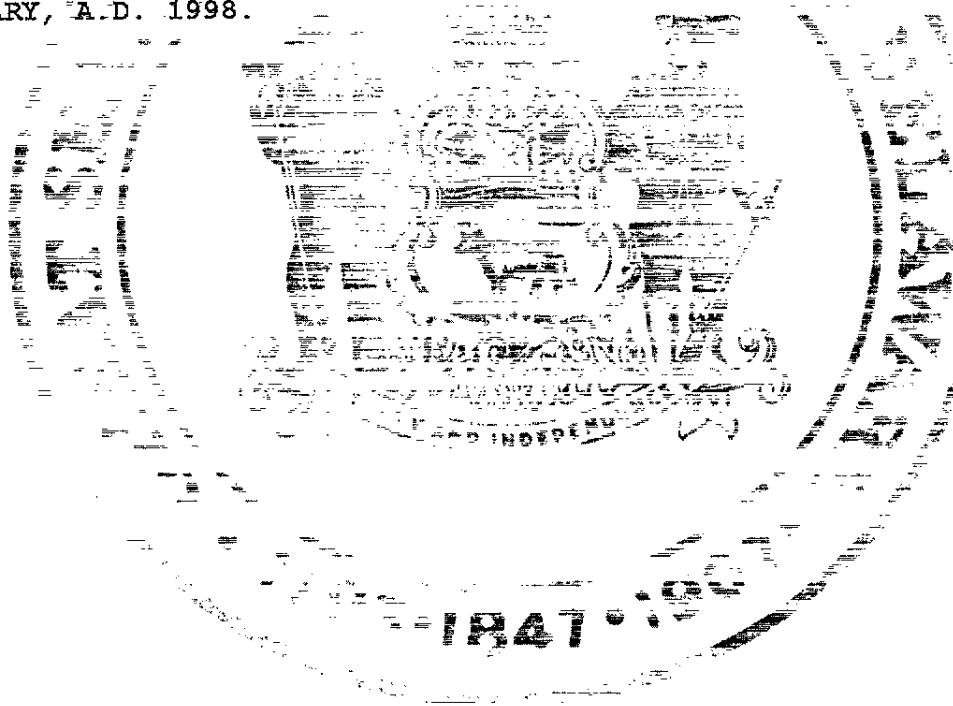
OFFICERS NAME & ADDRESS	SOCIAL SECURITY #	TITLE	COUNTY
<b>B. ROKUS, JOSEPH</b> 440 E, Huntington Drive, Suite 201 Arcadia, CA 91006	552-96-1910	President and CEO	Los Angeles
<b>DUNCAN, WILLIAM</b> 1070 Samuelson Street City of Industry, CA 91748	529-90-1200	Vice President / CFO	Los Angeles
<b>BLOOD, DAVID</b> 1070 Samuelson Street City of Industry, CA 91748	404-64-7406	Vice President Operations	Los Angeles
<b>LAZOR, R. ERNEST</b> 1070 Samuelson Street City of Industry, CA 91748	273-46-4394	Vice President Information Services	Los Angeles
<b>DUNCAN, WILLIAM</b> 1070 Samuelson Street City of Industry, CA 91748	529-90-1200	Treasurer and Secretary	Los Angeles
<b>DOVIDIO, A. NICHOLAS</b> 1070 Samuelson Street City of Industry, CA 91748	097-38-1721	Assistant Secretary & Treasurer	Los Angeles

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*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 "REID PLASTICS, INC." 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-SEVENTH DAY OF JANUARY, A.D. 1998.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 8887758

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