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ACCOUNT NO. : 072100000032

REFERENCE : 118517 4321296

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 78.75

ORDER DATE : February 1, 1999

ORDER TIME : 10:12 AM

ORDER NO. : 118517-005

CUSTOMER NO: 4321296

100002764541--4

CUSTOMER: Ms. Deborah N. Midkiff
Reynolds Metals Company
6601 W. Broad Street
P.O. Box 27003
Richmond, VA 23230-1701

FOREIGN FILINGS

NAME: SOUTHERN GRAPHIC SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 AM 10:57

~~XXXX~~ QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

mtm
2/4

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. SOUTHERN GRAPHIC SYSTEMS, 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. Kentucky
(State or country under the law of which it is incorporated)
3. 54-0676916
(FEI number, if applicable)
4. 11/19/46
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1/99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1001 13th Avenue East
Bradenton, Florida 34208
(Current mailing address)
8. Operation of a facility to manufacture and repair rotogravure printing cylinders.
In Florida - in-house customer representative
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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: Vickie D Sloan - Vickie D Sloan
(Registered agent's signature) *authorized Rep.*

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: (SEE ATTACHED LIST)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: (SEE ATTACHED LIST)

Address:

Vice President:

Address:

Secretary:

Address:

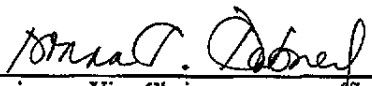
Treasurer:

Address:

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SECRETARY OF STATE
DIVISION OF
REGISTRATIONS
99 FEB -4 AM 0:57

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.

Donna C. Dabney, Secretary

(Typed or printed name and capacity of person signing application)

SOUTHERN GRAPHIC SYSTEMS, INC.

DIRECTORS

T. L. Hammond
Henry R. Baughman
Thomas P. Christino

D. Michael Jones
Julian H. Taylor

OFFICERS

T. L. Hammond
H. R. Baughman
D. Michael Jones

Allen M. Earehart
Douglas M. Jerrold
J. D. Kelsey
Julian H. Taylor
Larry M. White
Donna C. Dabney
Carol L. Dillon
Brenda A. Hart

Chief Executive Officer
President
Senior Vice President and
General Counsel
Vice President, Controller
Vice President
Vice President
Vice President, Treasurer
Vice President
Secretary
Assistant Secretary
Assistant Secretary

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John Y. Brown III
Secretary of State

Certificate of Existence

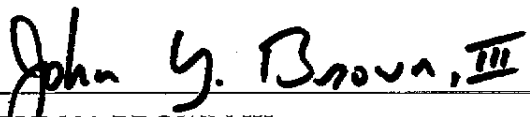
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SOUTHERN GRAPHIC SYSTEMS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is November 19, 1946 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 1st day of February, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
dday/0047140

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DIVISIONS
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