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Attorneys at Law
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

January 16, 1995

VIA UPS

Florida Department of State
Division of Corporations
State Capitol
409 East Gaines Street
Tallahassee FL 32399

Re: Capstone Plastics Company, L.C.


Dear Sir or Madam:

Enclosed for filing are duplicate originals of Articles of Organization of Capstone Plastics Company, L.C., together with a check in the amount of \$337.50 to cover your filing fee and the fee for the certified copy of the filed Articles of Organization. I would appreciate your filing this document and forwarding the certified copy to me at the above address.

If you have any questions regarding the foregoing, please call either Thomas Simonis of this office or me.

Very truly yours,

QUARLES & BRADY


Cynthia Z. Jorgensen
Legal Assistant

593:jah
QB1\214043
Enclosure
720438.30103

cc: Mr. Warren F. Olsen
Thomas A. Simonis, Esq.

Q. BROWN JAN 23 1995

ARTICLES OF ORGANIZATION
OF
CAPSTONE PLASTICS COMPANY, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I.

NAME

The name of the limited liability company shall be CAPSTONE PLASTICS COMPANY, L.C.

ARTICLE II.

DURATION

This limited liability company shall exist until December 31, 2024, unless sooner dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE III.

PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be One Quintette Road, Cantonment, Florida 32533.

ARTICLE IV.

MANAGEMENT

This limited liability company shall be managed by the managers. The name and address of the managers are as follows:

Warren F. Olsen
333 Lake Avenue
Suite 203
Racine, Wisconsin 53403

Robert Schroeder
8022 North Graylog Lane
Milwaukee, Wisconsin 53217

Briano Koon
1915 Second Place
Kenosha, Wisconsin 53140

ARTICLE V.

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial registered office of the limited liability company is One Quintotto Road, Cantonment, Florida 32533, and the name of its initial registered agent at such address is Warren F. Olsen.

ARTICLE VI.

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may be sold or otherwise transferred but only after the existing other members have waived their right of first refused as more fully set out in the regulations.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon the consent of the remaining members holding at least 75% of the interests in the limited liability company.

Executed by the undersigned on this 12th day of December,
1994.

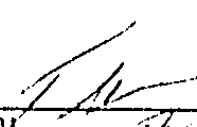


Warren F. Olson, Manager

STATE OF WISCONSIN
COUNTY OF RACINE

The foregoing instrument was sworn to and acknowledged before me this 12th day of December, 1994, by Warren F. Olsen, on behalf of CAPSTONE PLASTICS COMPANY, L.C., a limited liability company, who is personally known to me.

(SEAL)


Name: Thomas A. Simpson
Notary Public
My Commission Expires 12/31/97

AFFIDAVIT OF LIMITED LIABILITY COMPANY

CAPSTONE PLASTICS COMPANY, L.C.

STATE OF WISCONSIN

COUNTY OF RACINE

Before me, the undersigned authority, personally appeared
Warren F. Olsen, who, being first duly sworn deposes and says:

1. That the limited liability company known as CAPSTONE PLASTICS COMPANY, L.C. initially has three (3) members.
2. The members of CAPSTONE PLASTICS COMPANY, L.C. shall jointly contribute FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00).

IN WITNESS WHEREOF, the undersigned has executed this
Affidavit this 12th day of December, 1994


Warren F. Olsen

The foregoing instrument was sworn to and acknowledged before
me this 12th day of December, 1994, by Warren F. Olsen, who is
personally known to me.

(SEAL)

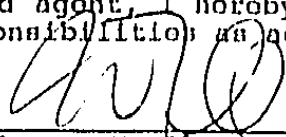

Notary Public

Print Name: Thomas A. S.

My Commission Expires: 12/31/95

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, I hereby am familiar with and accept the duties and responsibilities as agent.



Warren F. Olson
Registered Agent

Date: December 12, 1994


RECEIVED
FBI
DEC 14 1994

APPROVED
AND
FILED

PS 10/2

1996 SEP 20 PM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| | | |
|--|---|---|
| ALTERNATIVE FOR REPLETMENT FOR LIMITED LIABILITY COMPANY |  | FLORIDA DEPARTMENT OF STATE Sandra H. Matham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000059**

Capstone Plastics Company, L.C.
~~One Quintette Road~~
 Cantonment, FL 32533

1a. Principal Place of Business Address

Same as #2a

4000001508954
 -10/03/95--01039--002
 ***238.75 ***238.75

If above mailing address is incorrect in any way, line through incorrect information and enter correct information in Block 2a

| | |
|--|---|
| 2. Principal Place of Business 5 Quintette Road State, Apt. #, etc. City & State Cantonment, FL 32533 USA | 2a. Mailing Address 5 QUINTETTE ROAD State, Apt. #, etc. City & State CANTONMENT, FL 32533 USA |
|--|---|

| | |
|--------------------------------|---|
| 3. Date Organized or Qualified | 3a. State of Formation |
| 4. FEI Number 59-3292171 | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| 5. Date of Last Report N/A | 6. Certificate of Status Desired <input type="checkbox"/> \$75 Additional Fee Required |

| | |
|---|--|
| 7. Name and Address of Current Registered Agent | 8. Name and Address of New Registered Agent |
| | Name Robert J. Schroeder Jr. Street Address (P.O. Box Number is Not Acceptable) 5 Quintette Road State, Apt. #, etc. City Cantonment FL Zip Code 32533 |

9. I, being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.

Signature of Registered Agent: *Robert Schroeder* Date: 9/18/96

| 10. Title | Managing Members-Managers | Business Street Address | City, State & Zip Code |
|-----------|---------------------------------------|-------------------------|---------------------------|
| | ROBERT SCHROEDER MANAGING DIRECTOR | 5 QUINTETTE ROAD | CANTONMENT, FLORIDA 32533 |
| | BRIANE KEEN MANAGING DIRECTOR | 5 QUINTETTE ROAD | CANTONMENT, FLA. 32533 |

11. I certify that I am managing member manager of the receiver or trustee empowered to execute this application as provided for in chapter 608, F.S. I further certify that when this application is filed, the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608.406 F.S. and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as the signature of the limited liability company.

Signature of Managing Member Manager: *Robert Schroeder* Date: 9/18/96 Daytona Phone: 904-937-9090

Typed or printed name of signing Managing Member Manager: Robert J. Schroeder Jr.

10/19/96

982012

CAPSTONE

PLASTICS COMPANY, L.C.

September 16, 1996

Ms. Stacy Prather
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Prather:

At your direction, we are writing to formally state that Capstone Plastics Company, L.C. has not received 1996 notices regarding filing company information with your office. Capstone began operations in early 1995, and I do not recall completing any such filings for 1995.

Bill Lollar of our office talked with you regarding the possible error in address: your information listing Capstone at One Quintette Road, while we are really located at Five Quintette Road. Frankly, it's hard to believe the mail would not have been delivered anyway.

Enclosed is Capstone's check for \$238.75 to pay the 1996 filing fee. Thank you for waiving the \$500 penalty and making the address change for our company. If we need to submit the change of address on a specific form, please send one. We will complete and return it promptly.

Sincerely,



Robert J. Schroeder, Jr.
Managing Director

Enclosure