
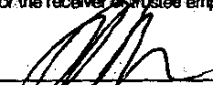


FILED
May 03, 2004 8:00 am
Secretary of State

05-03-2004 90109 010 ****50.00

**2004 LIMITED LIABILITY COMPANY
ANNUAL REPORT**

DOCUMENT # M01000000207			
1. Entity Name SMART PAPERS, LLC			
Principal Place of Business C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CENTER CIRCLE, STE. 470 BOCA RATON, FL 33486		Mailing Address C/O SUN CAPITAL PARTNERS, INC. 5200 TOWN CENTER CIRCLE, STE. 470 BOCA RATON, FL 33486	
2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
4. FEI Number 52-2287795		Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$5.00 Additional Fee Required	
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324		7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____			
Filing Fee is \$50.00 Due by May 1, 2004		Make check payable to Florida Department of State	
9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGR LEDER, MARC J 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON, FL 33486 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGR KROUSE, RODGER R 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON, FL 33486 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	MGR TERRY, CLARENCE E 5200 TOWN CENTER CIRCLE, SUITE 470 BOCA RATON, FL 33486 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.			
SIGNATURE: 		KEVIN J CALHOUN 4/30/04 561-394-0550	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE		Date Daytime Phone #	

Attachment 24R2441
#m01a000007

**LIST OF OFFICERS AND MANAGERS OF
SMART PAPERS, LLC
(a Delaware limited liability company)**

December 12, 2003

The business address for the following Officers and Managers is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

Manager and Vice President	Marc J. Leder
Manager , Vice President & Asst. Secretary	Rodger R. Krouse
Manager & Vice President:	Clarence E. Terry
Vice President	Kevin Calhoun
Vice President	David Kreilein
Vice President:	Jason Neimark
Vice President:	Lynn Skillen
Vice President:	Benjamin Emmons
Vice President:	T. Scott King
Vice President:	James D. Allen
Vice President:	Jason A. Leach
Vice President and Asst. Secretary:	C. Deryl Couch
Vice President:	Phil Dougall
Vice President:	Steve Marble (effective 1/1/04)

The business address for the following Officers and Managers is 375 Park Avenue, Suite 1302, New York, NY 10152:

Vice President:	Michael Kalb
Vice President	Ralph Lynch
Vice President & Asst. Secretary:	Erik Swimmer

The business address for the following Officers is 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025:

Manager & Vice President:	M. Steven Liff
Vice President & Asst. Secretary:	Matthew Garff

The business address for the following Officers and Managers is 601 North B Street, Hamilton Mill "B" Street Complex, Hamilton, OH 45013:

Manager , Chief Operating Officer and EVP	Daniel Maheu
Chief Financial Officer, Treasurer, Secretary, and EVP	Bruce Silberman
Manager , CEO, and Asst. Secretary	Tim Needham
Senior Vice President - Sales	Paul Simpson
Vice President- Human Resources & Legal Affairs (and also 401(k) Plan Administrator)	Milton Lewis