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FOREIGN LIMITED LIABILITY COMPANY

Exopack Key Holdings, LLC

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FOREIGN LIMITED LIABILITY COMPANY

Exopack Key Holdings, LLC

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PAGE 001/001

Florida Dept of State

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 10, 2005

CT CORPORATION SYSTEM

SUBJECT: EXOPACK KEY HOLDINGS, LLC
REF: W05000046426

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Exopack Key Holdings, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-3578508
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. October 5, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5200 Town Center Circle - Suite 470
Boca Raton, Florida 33486
(Street Address of Principal Office)


8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Scott Edwards
5200 Town Center Circle, Suite 470
Boca Raton, Florida 33486

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Holding Company



I, _____, Secretary of the above named corporation, do hereby certify that the foregoing information is true and correct to the best of my knowledge and belief.
Scott Edwards
Typed or printed name of officer

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TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Exopack Key Holdings, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
 (Name)

1200 South Pine Island Road
 Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
 City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept services of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

CT Corporation System

[Signature]
 (Signature) **PETER F. SOUZA**
 ACCOUNTING MANAGER

\$ 100.00 Filing Fee for Application
 \$ 25.00 Designation of Registered Agent
 \$ 30.00 Certified Copy (optional)
 \$ 5.00 Certificate of Status (optional)

Delaware

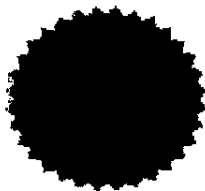
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EKOPACK KEY HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4210573

050821153

DATE: 10-06-05