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ACCOUNT NO. : 072100000032

REFERENCE : 985206 4300358

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 285.00

ORDER DATE : October 5, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 985206-005

CUSTOMER NO: 4300358

CUSTOMER: Ana L. Acena, Esq
Carter Ledyard & Milburn
Two Wall Street
New York, NY 10005-2072

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FOREIGN FILINGS

200002656712--1

NAME: COASTLINE PLASTICS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

00789-04111-000671

W98-22745

Name Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
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Acknowledgement	<i>MBH</i>
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1998

CSC CORPORATION COMPANY
ROBERT TURNER

SUBJECT: COASTLINE PLASTICS, L.L.C.
Ref. Number: W98000022745

RESUBMIT

Please give original
submission date as file date.

We have received your document for COASTLINE PLASTICS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

A letter of consent is not acceptable. You must adopt an alternate name to use in Florida.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 598A00049722

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

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

1. Coastline Plastics, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.L.C." if not so contained in the name at present.)

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 30, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.153, F.S.))

7. 4901 Kesslersville Road
Easton, PA 18042
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Victaulic Holding</u>	<u>Manager</u>	_____	_____
<u>Company, LLC</u>		_____	
<u>4901 Kesslersville Road</u>		_____	
<u>Easton, Pennsylvania</u>		_____	
<u>18042</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COASTLINE PLASTICS, L.L.C." 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 FIFTH DAY OF OCTOBER, A.D. 1998.

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

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10-05-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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:

Coastline Plastics, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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Having been named as registered agent and to accept service 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.

By: Deborah D. Skipper as agent

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
_____ Coastline Plastics, L.L.C. _____ certifies:

- 1) the above named limited liability company has one member
- 2) the total amount of cash contributed by the member(s) is \$ 7.5 million
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A :
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 7.5 million
(This total includes amounts from 2 and 3 above.)

Robert A. McTamanev

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Robert A. McTamanev, Esq.

Typed or printed name of signee

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Filing Fee: \$250.00 for Application and Affidavit