

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

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 Account Number : 076077000521
 Phone : (954) 761-2910
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FOREIGN LIMITED LIABILITY COMPANY

Paper Partners, LLC

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 21, 1999

RUDEN MCCLOSKEY SMITH SCHUSTER & RUSSELL, P.A.
C/O PAPER PARTNERS, LLC
528 N.W. 77TH STREET
BOCA RATON, FL 33487

SUBJECT: PAPER PARTNERS, LLC
REF: W99000001545

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

We currently have a Florida corporation by the name of Paper Partners of Florida, Inc. on file with our office. We can't determine if it is related with this entity. The only thing we have to go by is the address. Please indicate by letter if these two entities are related to each other.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000001654
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MEMORANDUM

TO: Florida Department of State
Division of Corporations

FROM: Lisa A. Lanius
Corporate Paralegal
Ruden, McClosky, et al.

DATE: January 21, 1999

RE: Paper Partners, LLC
Reference: W99000001545

Pursuant to your request, the above-referenced foreign limited liability qualification is related to Paper Partners of Florida, Inc.

Should you require any additional information, please do not hesitate to call me at (954) 527-6221.
Thank you.

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H99-16545

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. PAPER PARTNERS, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0765520
(FEI number, if applicable)
4. MARCH 21, 1997
(Date of Organization)
5. DECEMBER 31, 2050
(Duration; Year limited liability company will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 528 N.W. 77th STREET
BOCA RATON, FLORIDA 33487
(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:

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TONY B. GELBART
528 N.W. 77TH STREET
BOCA RATON, FLORIDA 33487

MGR

Prepared by: Thomas O. Katz, Esq., FL Bar #335836
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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

The undersigned member or authorized representative of a member of _____
PAPER PARTNERS, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(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 \$ 100.00;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

TONY B. GELBART, MANAGER

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

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**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:

PAPER PARTNERS, LLC

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

RALPH D'ANGELO

(Name)

528 N.W. 77TH STREET

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

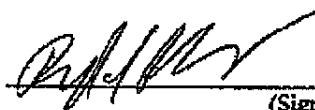
BOCA RATON

FL

33437

City/State/Zip

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.



(Signature)

RALPH D'ANGELO

Filing Fee: \$ 35 for Designation of Registered Agent

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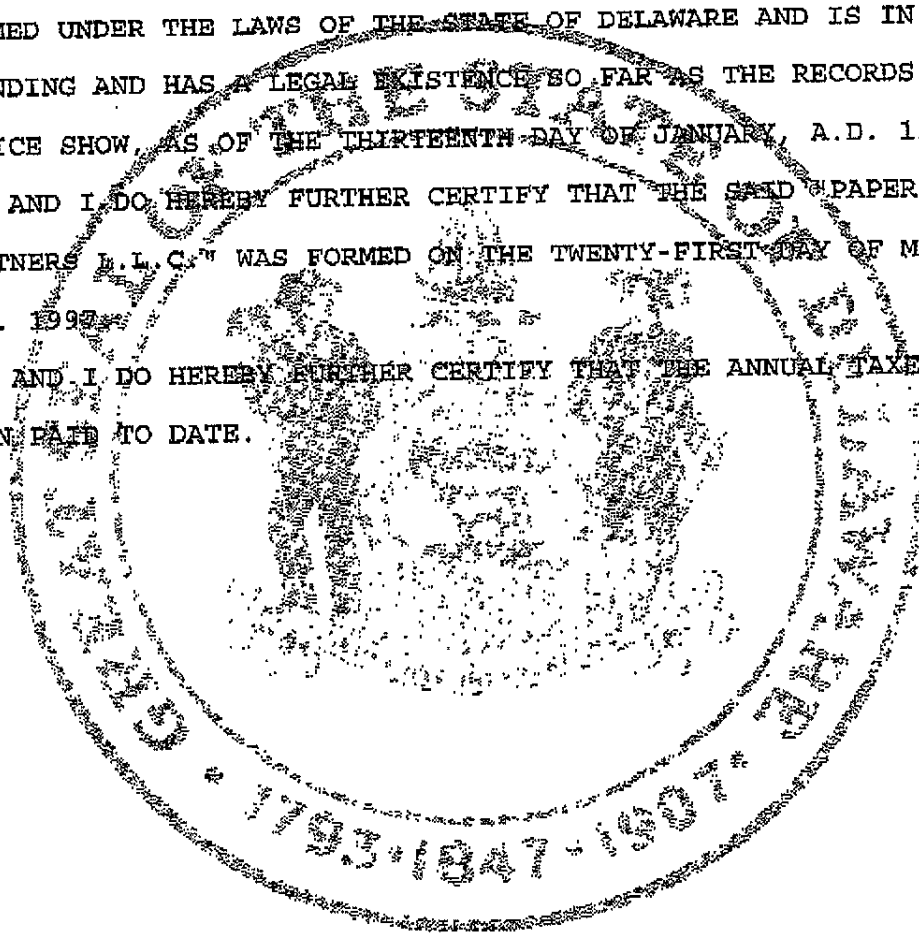
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAPER PARTNERS 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 THIRTEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAPER PARTNERS L.L.C." WAS FORMED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9519199

DATE: 01-13-99

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