

CAPITAL CONNECTION, INC.

477 Virginia Street, Suite 100 Tallahassee, Florida 32302
 (904) 241-8760 • (904) 241-8062 • Fax (904) 241-1422

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Associated Sales Group,
 L.C.

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DIVISION OF CORPORATION

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Signature

Requested by:

Chen 2-3 746

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File Foreign

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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 SECRETARY OF STATE
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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. ASSOCIATED SALES GROUP, L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. January 15, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 777 North Highway 1A, Suite 202
Indiatlantic, FL 32903
(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>Portola Packaging, Inc.</u> | <u>MGR</u> | _____ | _____ |
| <u>890 Faulstich Court</u> | | _____ | |
| <u>San Jose, CA 95112</u> | | _____ | |
| <u>Robert A. Fritz</u> | <u>MGR</u> | _____ | _____ |
| <u>777 North Highway 1A, Suite 202</u> | | _____ | |
| <u>Indiatlantic, Fl 32903</u> | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |

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.)

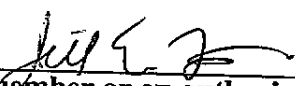
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

ASSOCIATED SALES GROUP, L.C. 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 \$ 25,100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 9,700.00 ;
(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 \$ 34,800.00 .
(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.)

Jill E. Fishbein

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

Affidavit of Membership and Contributions
of Foreign Limited Liability Company
Associated Sales Group, L.C.

EXHIBIT A

Transferred Assets

Office equipment and furniture located at 777 North Highway A1A, Suite 202, Indialantic, FL, 32903, consisting of the following:

| Quantity | Asset | Model | Book Value |
|----------|----------------------------------|------------|-------------|
| 1 | Brother Typewriter | K26717606 | \$ 46.25 |
| 1 | HP Laser Jet IIIp Printer | 3103JG1HMK | \$ 100.00 |
| 1 | HP Laser Jet IIIp Printer | 3103JG28FN | \$ 200.00 |
| 1 | Laser 386 SXT Computer | 9101311 | \$ 200.00 |
| 1 | AT&T Patner Phone System | 1108 | \$ 1,669.13 |
| 5 | Blue Executive Side Chairs | | \$ 357.75 |
| 1 | Reception Sofa | | \$ 150.00 |
| 1 | Reception Table | | \$ 101.25 |
| 1 | Administrator's Office Furniture | | \$ 70.00 |
| 1 | Office #1 Furniture | | \$ 1,916.81 |
| 1 | Office #2 Furniture | | \$ 1,936.62 |
| 1 | Cannon PC310 Copier | NFT16606 | \$ 142.50 |
| 1 | Packerd Bell 487 CDT Computer | N452005939 | \$ 1,031.25 |
| 1 | Packerd Bell D135 Computer | N464033612 | \$ 1,200.00 |
| 1 | Brother MFC 4550 Fax/Printer | F63444772 | \$ 478.44 |

Total Net Book Value: \$ 9,700

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ASSOCIATED SALES GROUP, L.C.

2. The name and address of the registered agent and office is:

CORPAMERICA, INC.

(Name)

1525 SOUTH ANDREWS AVENUE, SUITE 216

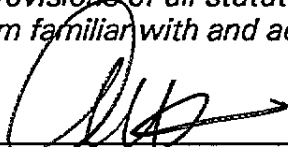
(P.O. Box or Mail Drop Box NOT acceptable)

FORT LAUDERDALE, FL 33316

(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.



For CorpAmerica, Inc.

(Signature)

Alison Kochie/Asst. Secretary

2/2/99

(Date)

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 "ASSOCIATED SALES GROUP, 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 SECOND DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASSOCIATED SALES GROUP, LLC" WAS FORMED ON THE FIFTEENTH DAY OF JANUARY, A.D. 1999.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9553998

AUTHENTICATION:

02-02-99

DATE: