Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Division of Business Services 148 W. River Street Providence, Rhode Island 02904-2615 2013 SEP 30

AM 11: 3

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, I956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Southern Graphic Systems, LLC

This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3.	The limited liability company is organized under the laws of Kentucky			
4.	The date of its organization is November 19, 1946			
5.	The period of duration of the limited liability company is (if perpetual, so state) Perpetual			
6.	6. The address of the limited liability company's resident agent in Rhode Island is:			
	222 Jefferson Boulevard, Suite 200	Warwick	, RI	02888
	(Street Address, <u>not</u> P.O. Box)	(City/Town)		(Zip Code)
	and the name of the resident agent at such address is	Corporation Service Company		
	and the name of the resident agent at such address to _	(Name of Agent)		
 The secretary of state is appointed the agent of the foreign limited liability company for service of protime there is no resident agent or if the resident agent cannot be found or served following the exercise diligence. The address of any office required to be maintained in the state or other jurisdiction under the laws limited liability company is organized is: 				exercise of reasonable
	CSC-Lawyer's Incorporating Service Company			·······
	421 W. Main, Frankfort, KY 40601			
9.	The mailing address for the limited liability company is:	5-11 6	FILED	
	626 West Main Street, Suite 500	FILE		
	Louisville, KY 40202			· · · · · · · · · · · · · · · ·
			2013	

- 10. Management of the Limited Liability Company:
 - A. The limited liability company is to be managed by its members. (If you have checked this box, go to item no. 11.)

<u>or</u>

B. The limited liability company is to be managed \checkmark by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

Manager	Address
See attached list	

- 11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.
- 12. The date this Application for Registration is to become effective, if later than the date of filing, is:

(not prior to, nor more than 30 days after, the filing of this Application for Registration)

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: September 16, 2013

Southern Graphic Systems, LLC

Print Exact Name of Limited Liability Company Making Application

By Anth anonat Signature of Authorized Person

MANAGERS

SOUTHERN GRAPHIC SYSTEMS, LLC

Henry R. Baughman President and Chief Executive Officer, SGS International, LLC 626 W. Main Street Ste. 500 Louisville, KY 40202

James M. Dahmus Executive Vice President and Chief Financial Officer, SGS International, LLC 626 W. Main Street Ste. 500 Louisville, KY 40202

David J. Mansell Managing Director ONEX 161 Bay Street PO Box 700 Toronto Ontario Canada M5J – 2S1

Akira Okubo Principal ONEX 161 Bay Street PO Box 700 Toronto Ontario Canada M5J – 2S1

Joseph F. Dooley 190 Little Fox Lane Southbury, CT 06488

Neil Fiske 652 Hudson Street NE, Apt 2W New York, NY 10014

Daniel I. Malina Operating Advisor to Thomas H. Lee Partners 18442 Nicklaus Way Eden Prairie, MN 55347



Commonwealth of Kentucky Alison Lundergan Grimes, Secretary of State

Alison Lundergan Grimes Secretary of State P. O. Box 718 Frankfort, KY 40602-0718 (502) 564-3490 http://www.sos.ky.gov

Certificate of Existence

Authentication number: 143118

Visit https://app.sos.ky.gov/ftshow/certvalidate.aspx to authenticate this certificate.

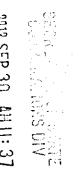
I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SOUTHERN GRAPHIC SYSTEMS, LLC

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is November 19, 1946 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 13th day of September, 2013, in the 222nd year of the Commonwealth.





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Alison Lundergan Grimes Secretary of State Commonwealth of Kentucky 143118/0047140

State of Rhode Island and Providence Plantations



A. Ralph Mollis Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island

and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws

of Rhode Island, as amended, has been filed in this office on this day:

A. ' apr loceio

A. RALPH MOLLIS Secretary of State

