

Filing Fee: \$50.00

To be filed annually between
September 1 and November 1



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street Providence, Rhode Island 02903-1335
Telephone (401) 222-3040

LIMITED LIABILITY COMPANY

ID Number DLLC 74400

Annual Report for the year 2000

1. The name of the limited liability company is:

ATP Manufacturing, LLC

2. The address of the principal office of the limited liability company is:

761 Great Road, North Smithfield, RI 02896

3. The state or other jurisdiction under the laws of which it is formed is RHODE ISLAND

4. The name and address of its resident agent is: JONATHAN BELL

1500 FLEET CENTER PROVIDENCE RI 02903

5. The current mailing address of the limited liability company and the name or title of a person to whom communications may be directed are: 761 Great Road, North Smithfield, RI 02896 Attn: David M. Hunter

6. A brief statement of the character of the business in which the limited liability company is actually engaged in this state: Manufacturers molded polyurethane shoe components and molded products for medical and industrial use.

7. If the limited liability company has managers, the name and address of each manager of the limited liability company

Newgrange NA, LLC

767 Great Road, North Smithfield, RI 02896

Dated _____

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



FILED

FOR SECRETARY OF STATE USE ONLY

File Date: JAN 22 2001

Check No.: By 1152380

By:

ATP Manufacturing, LLC

Exact Name of Limited Liability Company

By: Newgrange NA, LLC, its Manager

By: Newgrange Group, LLC, its Manager

By: John M. Carroll, a Manager

Title

Form No. 632
Revised 01/99

ATP MANUFACTURING, LLC

ACTION BY UNANIMOUS WRITTEN CONSENT OF MANAGERS

as of January ___, 2001

The undersigned, who represent all of the managers of ATP MANUFACTURING, LLC, a Rhode Island limited liability company, (the "Company"), pursuant to Section 7-16-21(c) of the Rhode Island Limited Liability Company Act and Section 1.03 of the Operating Agreement of the Company, and in accordance with Section 7-16-11 of the Rhode Island Limited Liability Company Act, hereby make the following resolutions:

RESOLVED: That all prior appointments of a resident agent for the Company in the State of Rhode Island are hereby revoked, and that Jonathan Bell, Esq. with a business address of 55 Columbia Avenue, Cranston, Rhode Island, 02925, is hereby appointed as resident agent for the Company in the State of Rhode Island.

RESOLVED: That each manager and each officer, if any, of the Company, acting singly and in such person's sole discretion on behalf of the Company, is hereby authorized and directed to take such actions as may be necessary or incidental to consummate the transactions contemplated by the foregoing, including without limitation executing and filing a statement reflecting such appointment of a new resident agent for the Company with the Secretary of State of Rhode Island, and that all such actions and documents are hereby ratified, confirmed and approved.

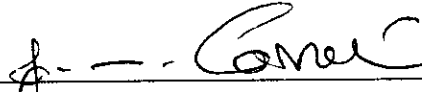
RESOLVED: That any and all actions taken prior to the date hereof by any person in furtherance of the foregoing are hereby ratified and approved.

This writing shall be filed with the records of the meetings of the Company and shall for all purposes be treated as action taken and votes adopted at a meeting of the Managers of the Company duly called, noticed and held.

ATP MANUFACTURING, LLC

By: Newgrange NA, LLC,
its Manager

By: Newgrange Group, its Manager

By: 
John M. Carroll, Manager