

Filing Fee: \$150.00

ID Number: 108922



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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CORPORATIONS DIV.
OCT 22 11 41 AM '99

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned 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:

- The name of the limited liability company is:
Mears / CPG LLC.
- The name, if different, under which it proposes to register and transact business in Rhode Island is:

- The limited liability company is organized under the laws of Michigan
- The date of its organization is 12-31-98
- The period of duration of the limited liability company is (if perpetual, so state) perpetual
- The address of the limited liability company's resident agent in Rhode Island is 10 Webosset Street
(Street Address, not P O Box)
Providence, RI 02903 and the name of the resident agent at such address
(City/Town) (Zip Code)
is CT Corporation System
- The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.
- The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
4500 N Mission Road Rosebush MI 48875
- The mailing address for the limited liability company is:
4500 N Mission Road Rosebush MI 48875

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OCT 22 1999
By 232670

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10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

Manager	Address
Herbert L Fluharty	1024 Canal Mt Pleasant MI 48858

12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

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

Mears / CPG, LLC
(Exact name of Limited Liability Company making application)

*By Herbert L Fluharty
 Its President / Manager

* To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.



Mears/CPG, LLC

A Division of MearsGroup, Inc.

P.O. Box 66, 4500 North Mission Road, Rosebush, Michigan 48878

July 19, 1999

Secretary of State Office

RE: Mears/CPG, Inc Entity Change to Mears/CPG, LLC
Consent to Use of Name

Dear Secretary of State:

Please consider this my approval for your state to accept an application for our new company named Mears/CPG, LLC. I understand you currently have a company named Mears/CPG, Inc. listed as active but once we have the new company in place, Mears/CPG, Inc. will be withdrawn, pending tax clearance and other paperwork necessary to allow this to happen.

If you have any questions please contact Greg Schmidt, Accounting Manager at (517) 433-2929 Ext. 15

Thank you for your time and attention to this matter.

Sincerely,

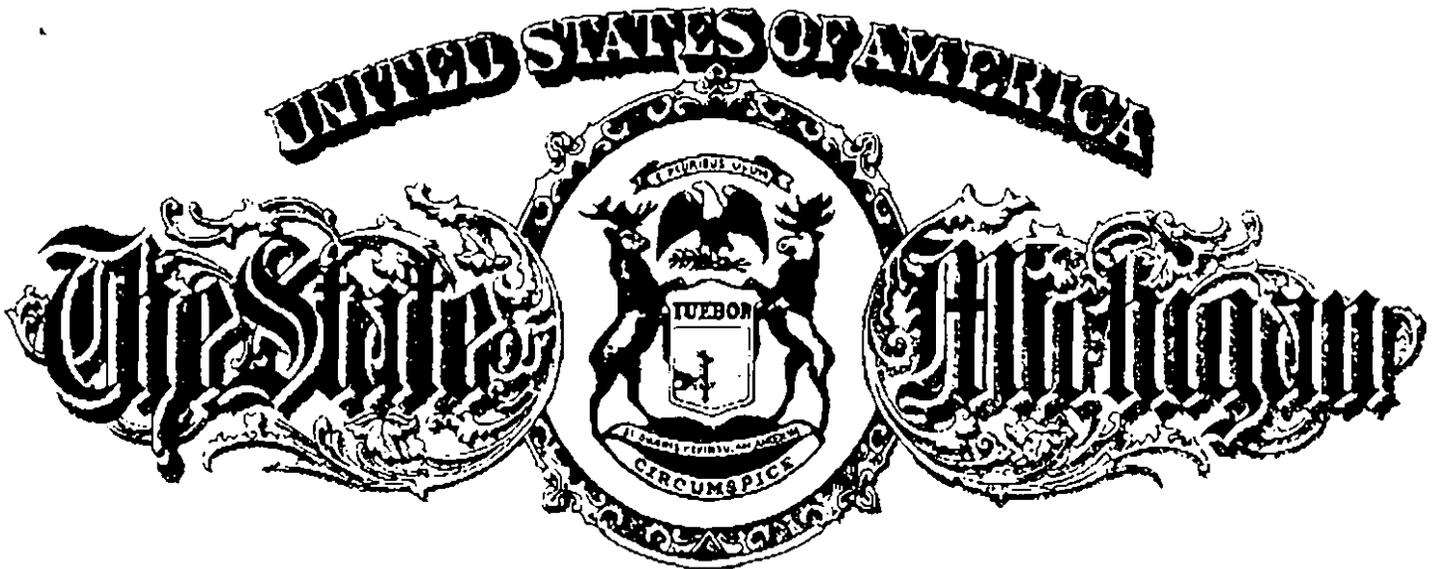
Scot P. Fluharty
Secretary/Treasurer
Mears/CPG, LLC

/dme

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MEARS/CPG LLC

a Michigan limited liability company, filed Articles of Organization in this office on December 31, 1998.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 15th day of October, 1999.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau