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F98000003247

T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

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City

State

Zip

Phone

CORPORATION(S) NAME

200002889592-6

-05/28/99-01062-017

*****70.00 *****70.00

WWF Paper Corporation

merging

WWF Paper Corporation - Florida

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MAY 28

ARTICLES OF MERGER
Merger Sheet

MERGING:

WWF PAPER CORPORATION-FLORIDA, a Florida corporation 626225

into

WWF PAPER CORPORATION, a Pennsylvania corporation F98000003247

File date: May 28, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>WWF Paper Corporation</u>	<u>Pennsylvania</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>WWF Paper Corporation - Florida</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 10, 1999 and shareholder approval was not required.

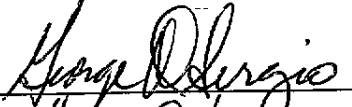
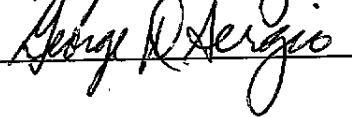
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 10, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
WWF Paper Corporation		George D. Sergio Exec. V.P. & CFO
WWF Paper Corporation Florida		George D. Sergio Exec. V.P. - Finance

- Eighth:** The address of the principal place of business of the surviving corporation is Two Bala Plaza, Bala Cynwyd, PA 19004.
- Ninth:** The surviving corporation hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger. The surviving corporation agrees that it shall promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") dated May 10, 1999 is among Impressions Paper and Supply Corp. ("Impressions"), a Delaware corporation, WWF Paper Corporation - Florida ("WWF Florida" and together with Impressions, the "Subsidiaries"), a Florida corporation, and WWF Paper Corporation ("Parent"), a Pennsylvania corporation (Subsidiaries and Parent hereinafter sometimes referred to as the "Constituent Corporations"). Pursuant to this Plan of Merger, Subsidiaries shall be merged with and into Parent.

WITNESSETH:

WHEREAS, Impressions is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on June 25, 1984, and having authorized capital stock of 1,000 shares of common stock, \$1.00 par value, of which 800 shares are issued and outstanding; and

WHEREAS, WWF Florida is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 1, 1979, and having authorized capital stock of 1,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding; and

WHEREAS, Parent owns one hundred percent (100%) of the outstanding shares of authorized capital stock of each of the Subsidiaries; and

WHEREAS, each of the Subsidiaries has negative net worth and has ceased operations and been inactive for more than five (5) years; and

WHEREAS, the Boards of Directors of Parent and each of the Subsidiaries deem it to be in the best interests of each corporation for each of the Subsidiaries to merge with and into Parent, with Parent as the surviving corporation, as authorized by the statutes of the State of Delaware, the State of Florida, and the Commonwealth of Pennsylvania and in accordance with the terms and conditions set forth in this Plan of Merger, and for the common stock of each of the Subsidiaries to be cancelled; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the merger into effect and the manner of cancelling the shares of common stock of each of the Subsidiaries and any other details that are necessary or proper, the parties agree to the following:

1. Merger and Name of Surviving Corporation.

On the Effective Date (as hereinafter defined), each of the Subsidiaries shall be merged with and into Parent in accordance with the terms and provisions of this Plan of Merger. (Parent shall hereinafter sometimes be referred to as the "Surviving Corporation.")

2. Terms and Conditions of Merger.

2.01 On the Effective Date, the Articles of Incorporation of Parent shall be and remain the Articles of Incorporation of the Surviving Corporation.

2.02 On the Effective Date, the Bylaws of Parent shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed.

2.03 On the Effective Date, the officers and directors of Parent shall be the officers and directors of the Surviving Corporation, and each shall hold office until his successor has been elected and qualified or until his respective resignation or removal either according to the law or the Bylaws of the Surviving Corporation.

2.04 On the Effective Date, the separate existence of each of the Subsidiaries shall cease, and each of the Subsidiaries shall be merged with and into Parent with the effect specified by Section 252 of the Delaware Business Corporation Law, Section 607.1104 of the Florida Business Corporation Law and Section 1921 of the Pennsylvania Business Corporation Law.

2.05 On the Effective Date, all of the estate, property (real, personal and mixed), rights, privileges, powers, franchises, licenses, permits and interests of each of the Constituent Corporations, and all of the debts due on whatever account of each of them, including subscriptions for shares and other choses in action belonging to each of them, shall be vested in the Surviving Corporation without further act or deed; and all claims, demands, property and every other interest of each of the Constituent Corporations shall be the property of the Surviving Corporation as they were of the Constituent Corporations; and the title to all real estate vested in each of the Constituent Corporations, if any, shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation.

2.06 To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, Subsidiaries shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, licenses, permits and franchises and otherwise to carry out the intent and purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of said corporation or otherwise, to take any and all such action.

2.07 Subject to the terms and conditions herein provided, Articles of Merger incorporating this Plan of Merger in compliance with the applicable laws of the State of Delaware, the State of Florida, and the Commonwealth of Pennsylvania shall be duly executed by the appropriate officers of the Constituent Corporations and shall be filed with the Departments of State of the State of Delaware, the State of Florida, and the Commonwealth of Pennsylvania.

3. Manner of Stock Cancellation.

3.01 The manner and basis of cancelling shares of capital stock of each of the Subsidiaries shall be as set forth in this Section 3.

3.02 On the Effective Date, each of the issued and outstanding shares of each of the Subsidiary's common stock shall cease to be outstanding and shall be cancelled.

4. Effective Date.

4.01 The merger of the Subsidiaries with and into Parent shall become effective upon the filing of the Articles of Merger with the Pennsylvania Department of State Corporation

Bureau, the Certificate of Merger with the Delaware Secretary of State, and the Articles of Merger with the Florida Department of State (the "Effective Date").

5. Consent to Jurisdiction.

Parent hereby consents to be sued and served with process in the State of Delaware, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process, in any proceeding in Delaware to enforce any obligation of Subsidiary or any obligation of Parent arising from the Merger.

Parent hereby consents to be sued and served with process in the State of Florida, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process, in any proceeding in Florida to enforce any obligation of Subsidiary or any obligation of Parent arising from the Merger.

For the purposes of this Section 5, Parent hereby designates its office at Two Bala Plaza, Bala Cynwyd, PA 19004. Attention: Mr. Edward V. Furlong, Jr. as the address to which a copy of any service of process referenced above shall be delivered.

IN WITNESS WHEREOF, an officer of the Constituent Corporations, acting pursuant to a unanimous written consent of the Board of Directors of Impressions, WWF Florida, and Parent has hereunto set his hand and seal, duly attested by the Secretary or Assistant Secretary of each of the respective corporations, and caused the corporate seal of each of the respective corporations to be hereunto affixed as of the day and year first above written.

WWF PAPER CORPORATION

By: George D. Sergio
Name: George D. Sergio
Title: Exec. V.P. & CFO

IMPRESSIONS PAPER AND SUPPLY CORP.

By: George D. Sergio
Name: George D. Sergio
Title: Exec. V.P. - Finance

WWF PAPER CORPORATION - FLORIDA

By: George D. Sergio
Name: George D. Sergio
Title: Exec. V.P. - Finance