

P05995

Flo E. Gray
Legal Department (Richmond)

FORT JAMES



Fort James Corporation
P.O. Box 2218
Richmond, VA 23218-2218

telephone 804.649-4446
facsimile 804.649-4488

August 28, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000002282110--2
-09/02/97--01051--002
*****87.50 *****87.50

Re: Application by Foreign Profit Corporation to File Amendment
to Application for Authorization to Transact Business in Florida

Corporate Name Change - James River Paper Company, Inc.
To: Fort James Operating Company

Dear Sir or Madam:

Enclosed please find a check in the amount of \$87.50 for the above-referenced
name change. Also, in accordance with your filing requirements, please find a certified
copy of our Certificate of Amendment and Restatement.

Please contact me at 804 649-4446 with any questions. Thank you very much for
your assistance.

Sincerely,

Flo E. Gray
Flo E. Gray

Enclosures

NC

97 SEP - 2 AM 9: 20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

711 SEP 9 1997

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 SEP -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. James River Paper Company, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Virginia 3. May 13, 1985
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 14, 1997
5. Fort James Operating Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Clifford A. Cutchins, IV
Signature

August 8, 1997
Date

Clifford A. Cutchins, IV
Typed or printed name

Senior V.P., Secretary
Title

Commonwealth of Virginia

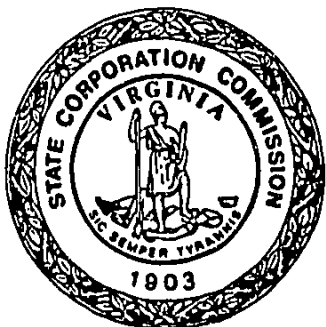


State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the AMENDMENT AND RESTATEMENT of FORT
JAMES OPERATING COMPANY issued August 14, 1997.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: August 14, 1997

William J. Bridge
William J. Bridge, Clerk of the Commission

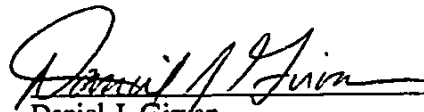
**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.**

Pursuant to the provisions of Sections 13.1-710 and 13.1-711 of the Code of Virginia, James River Paper Company, Inc., a Virginia corporation (the "Corporation"), certifies that the Board of Directors of the Corporation adopted the Articles of Amendment and Restatement of Articles of Incorporation attached as Exhibit A. Such restatement includes an amendment to the articles requiring shareholder approval and the sole shareholder gave its consent.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and executed in its corporate name and its behalf by its President and attested by its Secretary, who declares and affirms, under penalties of perjury, that the facts stated herein are true on and as of this 13th day of August, 1997.

JAMES RIVER PAPER COMPANY, INC.

By:


Daniel J. Giryan
President

Attest:



Clifford A. Cutchins, IV
Senior Vice President, Secretary

EXHIBIT A

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
JAMES RIVER PAPER COMPANY, INC.**

Article I: Name: The name of the corporation is Fort James Operating Company (the "Corporation").

Article II: Purpose: The purpose of the Corporation is to transact any or all lawful business not required to be stated in the Articles of Incorporation. The Corporation shall have all powers not prohibited by law or required to be stated in the Articles of Incorporation.

Article III: Capital Stock: The aggregate number of shares that the Corporation shall have the authority to issue is 10,000 shares of common stock, par value \$.10 per share.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

August 14, 1997

The State Corporation Commission has found the accompanying
articles submitted on behalf of

FORT JAMES OPERATING COMPANY
(FORMERLY JAMES RIVER PAPER COMPANY, INC.)

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective August 14,
1997 at 02:13 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20317
97-08-14-0505