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Division of Corporations
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DIVISION OF CORPORATIONS

EXPIRATION DATE
07-28-05

MERGER OR SHARE EXCHANGE

SWEET PAPER SALES CORP.

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Merger

07/22/05

ARTICLES OF MERGER

Merging

SWEET PAPER SALES CORP. OF GEORGIA

(a Georgia corporation)

and

SWEET PAPER SALES CORP. OF NORTH CAROLINA

(a North Carolina corporation)

with and into

SWEET PAPER SALES CORP.

(a Florida corporation)

EFFECTIVE DATE
07-28-05

Pursuant to Section 607.1104 of the Florida Business Corporation Act

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the two foreign wholly-owned subsidiary business corporations named below do hereby adopt the following Articles of Merger:

1. SWEET PAPER SALES CORP., a Florida corporation ("Parent"), desires to merge each of SWEET PAPER SALES CORP. OF GEORGIA, a Georgia corporation and a wholly owned subsidiary of Parent (the "Georgia Subsidiary"), and SWEET PAPER SALES CORP. OF NORTH CAROLINA, a North Carolina corporation and a wholly owned subsidiary of Parent (the "North Carolina Subsidiary" and, together with Sweet Paper Sales Corp. of Georgia, the "Subsidiary Corporations"), with and into Parent pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (such transaction being referred to herein as the "Merger").

2. The following is a Plan of Merger for merging the Subsidiary Corporations into Parent, as approved and adopted by the Board of Directors of Parent in accordance with the provisions of the Florida Business Corporation Act on July 18, 2005.

1. Wholly Owned. Parent currently owns, and immediately prior to the Effective Time (as defined below) will own, all of the issued and outstanding shares of each of the Subsidiary Corporations.
2. Effective Time. As used in this Plan of Merger, the term "Effective Time" shall mean 11:59 p.m., Eastern Standard Time, on July 28, 2005.

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3. **The Merger.** At the Effective Time, each of the Subsidiary Corporations shall merge with and into Parent and the separate corporate existence of each of the Subsidiary Corporations shall thereupon cease pursuant to the laws of the jurisdiction of organization of each Subsidiary Corporation. Parent shall be the surviving entity in the Merger (the "Surviving Entity") and shall continue to be governed by the laws of the State of Florida, and the separate existence of Parent with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in Section 14-2-1106 of the Georgia Business Corporation Code, Section 55-11-06 of the North Carolina Business Corporation Act and Section 607.1106 of the Florida Business Corporation Act.
4. **Terms of the Merger.** At the Effective Time, automatically by virtue of the Merger and without any action on the part of any party or other person:
 - (a) Each share of Parent issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall be an identical issued and outstanding share of Parent.
 - (b) Each share of each of the Subsidiary Corporations issued and outstanding immediately prior to the Effective Time shall be cancelled, retired and extinguished, and cease to exist, and shall not be converted into shares, obligations or other securities of Parent or any other corporation or the right to receive cash or other property or otherwise be converted in any manner.
5. **Articles of Incorporation; By-laws.** The articles of incorporation and by-laws of Parent as in force and effect at the Effective Time shall not be amended and shall continue to be, respectively, the articles of incorporation and by-laws of the Surviving Entity, in each case until amended as therein provided and in the manner prescribed by the relevant provisions of the Florida Business Corporation Act.
6. **Board of Directors and Officers.** The board of directors and officers of Parent at the Effective Time shall be the board of directors and officers, respectively, of the Surviving Entity, all of whom shall hold their respective titles and positions until the appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Entity.
7. **Authorization.** The Board of Directors and each of the officers of Parent (or to the extent necessary, appropriate or advisable, the Board of Directors of each of the officers of each Subsidiary Corporation) are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary,

appropriate or advisable to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger."

3. Merger Permitted by Laws of Jurisdictions of Other Parties. The merger of the Subsidiary Corporations with and into Parent is permitted by the laws of the respective jurisdictions of organization of the Subsidiary Corporations and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Georgia Subsidiary was July 18, 2005 and the date of adoption of the Plan of Merger by the Board of Directors of the North Carolina Subsidiary was July 18, 2005.

4. Shareholder Approval. Pursuant to Section 607.1104 of the Florida Business Corporation Act, Section 14-2-1104 of the Georgia Business Corporation Code and Section 55-11-04 of the North Carolina Business Corporation Act, shareholder approval was not required for the Merger.


5. Effective Date. The effective date and time of the Merger for the State of Florida shall be at 11:59 p.m., Eastern Standard Time, on July 28, 2005.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned, each in the capacity indicated, on this 18th day of July, 2005.

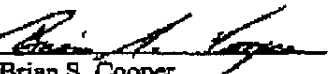
SWEET PAPER SALES CORP. OF
GEORGIA

By: 
Name: Brian S. Cooper
Title: Vice President and Treasurer

SWEET PAPER SALES CORP. OF
NORTH CAROLINA

By: 
Name: Brian S. Cooper
Title: Vice President and Treasurer

SWEET PAPER SALES CORP.

By: 
Name: Brian S. Cooper
Title: Vice President and Treasurer