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Articles of Amendment
Filed 9-2-64

8 pgs.

150-000
OFFICIAL OF THE SECRETARY

AMENDMENT

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by Pjt 9/2/64
by ex.

TOM ADAMS
SECRETARY OF STATE

corp-1



TOM ADAMS
SECRETARY OF STATE

Office of the
Secretary of State
State of Florida
Tallahassee

32304

September 4, 1964

In reply refer to:
corp-pjt

The Prentice-Hall Corporation System, Inc.
90 Broad Street
New York 4, New York

Attention: Mr. John F. Byrne, Jr.

Gentlemen:

This will acknowledge your letter enclosing an amendment to the certificate of incorporation of St. Regis Paper Company, a New York corporation,

and check for \$ 10.

The amendment has been filed in this office on September 2, 1964. A certificate to that effect is enclosed.

Sincerely,

TOM ADAMS
Secretary of State

By
(Mrs.) Ruby E. Smith
Foreign Supervisor
Corporations Division

RES/Pjt

Enclosure

corp-28
7-6-64

August 27, 1964

RECEIVED
SEP 2 10 41 AM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mrs. Hellene S. Tonge
Corporation Division
Office of the Secretary of State
State of Florida
Tallahassee, Florida

RE: ST. REGIS PAPER COMPANY
(A New York corporation, qualified as a foreign
corporation in your state)

1. Certificate of Amendment of Certificate of
Incorporation eliminating preferred shares,
filed with New York Department of State 12/31/63
2. Certificate of Amendment of Certificate of
Incorporation Eliminating Preferences, etc. filed
with New York Department of State 6/24/64
3. Restated Certificate of Incorporation, filed with
New York Department of State 7/10/64 (does not amend)

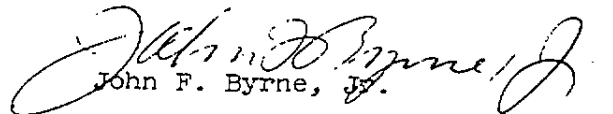
Dear Mrs. Tonge:

Please file the enclosed copies of the documents referred to
above with the appropriate authorities of your state and provide
us with official evidence thereof upon completion.

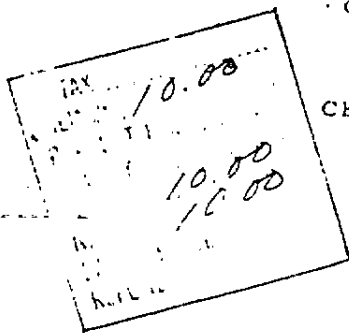
We enclose our check in the amount of \$30.00 to cover estimated
official fees herein.

We thank you for your very kind assistance.

Sincerely,


John F. Byrne, Jr.

Encl.
ec
Check #1382



CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
ST. REGIS PAPER COMPANY

Under Section 805 of the
Business Corporation Law

RECEIVED
SEP 2 10 41 AM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

88

We, JOHN E. COWLES and HOMER CRAWFORD, being
respectively the Vice President and Treasurer and Secretary of ST. REGIS
PAPER COMPANY (hereinafter sometimes called the "Corporation"),
hereby certify:

110562

1. The name of the Corporation is "St. Regis Paper Company".
2. The Certificate of Incorporation of the Corporation was
filed by the Department of State of the State of New York on February 4, 1899.
3. The Corporation has heretofore purchased or redeemed
and has heretofore retired 150,000 shares of First Preferred Stock, 4.40%
Series A (having a par value of \$100 per share) having an aggregate par value
of \$15,000,000 and has applied capital to such purchase in the amount of
\$15,000,000, the aggregate par value of such shares. The Certificate of
Incorporation of the Corporation is hereby amended to eliminate such 150,000
shares of First Preferred Stock, 4.40% Series A, from the authorized capital
stock of the Corporation.

a,
er,

110562

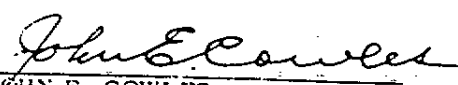
4. The provision added to the Corporation's Certificate of Incorporation by certificate filed pursuant to law setting forth the total number of shares which the Corporation may henceforth have is hereby amended to read as follows:

"The amount of the capital stock of the Corporation shall be one hundred and thirty million dollars (\$130,000,000) divided into twenty-five million fifty thousand (25,550,000) shares of which fifty thousand (50,000) shares, classified as First Preferred Stock, shall be of the par value of one hundred dollars (\$100) each and twenty-five million (25,000,000) shares, classified as Common Stock, shall be of the par value of five dollars (\$5) each. None of the shares of the Corporation shall be without par value.

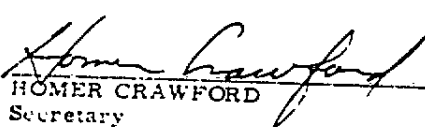
"The number of shares classified as First Preferred Stock is fifty thousand (50,000) and the number of shares classified as Common Stock is twenty-five million (25,000,000)."

5. The aforesaid amendments of the Certificate of Incorporation of the Corporation were authorized at a meeting of the Board of Directors of the Corporation duly called and held on December 18, 1963, in accordance with Article IV(2)(c) of the Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 30th day of December, 1963.


JOHN E. COWLES

Vice President and Treasurer


HOMER CRAWFORD

Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

HOMER CRAWFORD, being duly sworn, deposes and says; that he is one of the persons who signed the foregoing Certificate of Amendment; that he signed said Certificate in the capacity set beneath his signature thereon; that he has read the foregoing Certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

State of New York }
DEPARTMENT OF STATE } ss.:

17852

I CERTIFY That I have compared the preceding copy with the original Certificate of Amendment of Certificate of Incorporation of

St. Regis Paper Company,

filed in this department on the 31st day of December, 1963, and that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the City of Albany, this twentieth day of August, one thousand nine hundred sixty-four.

John P. Lomenzo
Secretary of State

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

HOMER CRAWFORD, being duly sworn, deposes and

says; that he is one of the persons who signed the foregoing Certificate of Amendment; that he signed said Certificate in the capacity set beneath his signature thereon; that he has read the foregoing Certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

Homer Crawford
HOMER CRAWFORD
Secretary

Subscribed and sworn to
before me this 30th day
of December, 1963.

John J. Burke
Notary Public
JOHN J. BURKE
Notary Public, State of New York
No. 60-5529701
Qualified in Westchester County
Cert. filed in New York
Commission Expires March 30, 1964