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MERGER - A FOREIGN CORPORATION NOT QUALIFIED
IN FLORIDA, INTO A FOREIGN CORPORATION

CHA DEVELOPMENTS CORPORATION, a New York corporation not qualified in Florida

-----merging into-----

ST. REGIS CORPORATION, a New York corporation

Surviving Charter Number: 807350

Filing Date: April 30, 1985

State of New York }
Department of State } ss.:

14107

FILED

MAR 4 1935

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State

and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAR 6 1935


Secretary of State

THE FOLLOWING
PAGE(S)
IS (ARE) A

DOCUMENT NOT SUITABLE FOR MICROFILM

FLORIDA SECRETARY OF STATE, DIVISION OF CORPORATIONS

USC

CERTIFICATE OF MERGER

USC

CHA DEVELOPMENTS CORPORATION, a wholly owned subsidiary of
Champion International Corporation,

AND

ST. REGIS CORPORATION

INTO

ST. REGIS CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 904 of the
Business Corporation Law, the undersigned, Marvin N. Ginsky
and Philip R. O'Connell, being a Vice President and the
Secretary, respectively, of CHA DEVELOPMENTS CORPORATION, a
wholly owned subsidiary of CHAMPION INTERNATIONAL
CORPORATION, and J. McLean and Joseph E. Gore, being a
Senior Vice President and an Assistant Secretary,
respectively, of ST. REGIS CORPORATION, said corporations
being domestic corporations organized and existing under and
by virtue of the laws of the State of New York, do hereby
certify and set forth:

1. The name of each constituent corporation is as
follows: CHA DEVELOPMENTS CORPORATION and ST. REGIS
CORPORATION. The name under which ST. REGIS CORPORATION was
formed is ST. REGIS PAPER COMPANY. The name of the
surviving corporation is ST. REGIS CORPORATION.

2. The number of outstanding shares of CHA DEVELOPMENTS CORPORATION is one thousand shares of common stock of the par value of \$1.00 per share, all of which are entitled to vote. The number of outstanding shares of ST. REGIS CORPORATION is 19,242,285 shares of Common Stock, \$5.00 par value per share, all of which are entitled to vote.

3. Article III of the surviving corporation's Restated Certificate of Incorporation, which sets forth the number and kind of authorized shares, is amended to read as follows:

"III. The Corporation shall have authority to issue one thousand shares of Common Stock of the par value of \$1.00 per share."

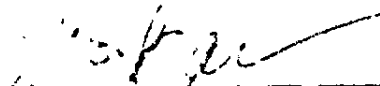
Article V of its Restated Certificate of Incorporation is deleted, and Articles VI-VII are renumbered V-VI, respectively.

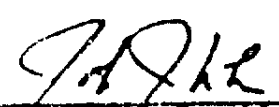
4. The Certificate of Incorporation of CHA DEVELOPMENTS CORPORATION was filed by the Department of State on July 30, 1984, and the Certificate of Incorporation of ST. REGIS CORPORATION was filed by the Department of State on February 4, 1999.

5. The merger was approved by the Board of Directors of CHA DEVELOPMENTS CORPORATION and the Board of Directors of ST. REGIS CORPORATION and was authorized (a) by the written consent of CHAMPION INTERNATIONAL CORPORATION,

(the sole shareholder of CHA DEVELOPMENTS CORPORATION, and
(b) at a special meeting of the shareholders of ST. REGIS
CORPORATION by vote of the holders of two-thirds of all
outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF we have signed this certificate
and affirm the truth of the statements contained therein
under penalty of perjury this 30th day of November, 1984.


Vice President
Marvin H. Ginsky


Senior Vice President
John J. McLean


Secretary
Philip R. O'Connell
of CHA DEVELOPMENTS
CORPORATION


Assistant Secretary
Joseph E. Gore
of ST. REGIS CORPORATION

USC

CERTIFICATE OF MERGER

OF

CHA DEVELOPMENTS CORPORATION, a wholly owned subsidiary of
Champion International Corporation,

AND

(2) ST. REGIS CORPORATION

INTO

ST. REGIS CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

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