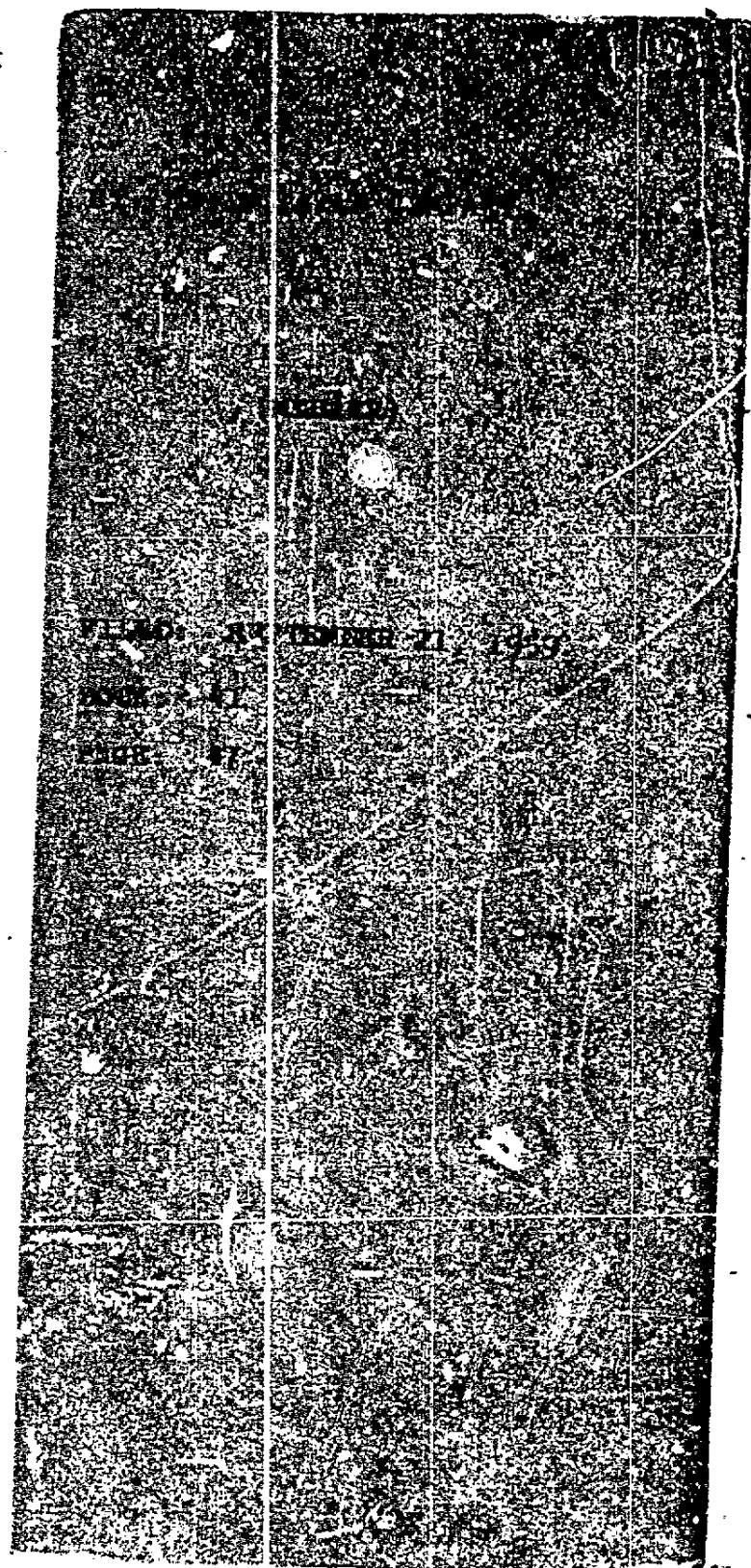


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Articles of Merger
Filed 9-21-59

7pgs.



FIELD IN TOWN 21 1953
BOOK 41
PAGE 87

September 21st 1959

Prentice-Hall, Inc
90 Broad Street
New York, NEW YORK

Gentlemen:

I am in receipt of certified copy of Certificate of Ownership Merging CUPPLES-HESSE CORPORATION, a Missouri corporation, into ST. REGIS PAPER COMPANY, a New York corporation, with check for \$10.00 to cover the filing fee.

Said Mergger has been duly filed as of this date, and Certificate to that effect is enclosed, together with receipt showing payment of the filing fee.

Yours very truly,

Secretary of State

/LA
ENCLS.

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**CERTIFICATE OF OWNERSHIP
MERGING
CUPPLES-HESSÉ CORPORATION
INTO
ST. REGIS PAPER COMPANY**

St. Regis Paper Company, pursuant to the provisions of Section Eighty-Five of the Stock Corporation Law of the State of New York, hereby certifies under its seal, as follows:

FIRST: That this corporation is a stock corporation organized and existing under the laws of the State of New York.

SECOND: That Cupples-Hesse Corporation is also a stock corporation organized and existing under the laws of the State of Missouri, authorized to do business in the State of New York, and organized for and engaged in business similar to that of this Company.

THIRD: That this Company owns all of the outstanding shares of the stock of said Cupples-Hesse Corporation, and that the Board of Directors of this Company, by a resolution duly adopted at a meeting held on the 17th day of June, 1958, determined to and did merge into itself said Cupples-Hesse Corporation, which resolution was in the following words, to wit:

WHEREAS, Cupples-Hesse Corporation was organized for and is engaged in business similar to that of this Company; and

WHEREAS, this Company has acquired and now lawfully owns all the stock of Cupples-Hesse Corporation and desires to merge the said Cupples-Hesse Corporation and to be possessed of all its estates, property, rights, privileges and franchises;

NOW, THEREFORE, BE IT

RESOLVED, that St. Regis Paper Company merge and it hereby does merge, into itself Cupples-Hesse Corporation and assumes all of its obligations; and

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FURTHER RESOLVED, that the Chairman of the Board, the President or any Vice President and the Secretary or Treasurer of this Company be and they hereby are directed to make and execute under the corporate seal of this Company a Certificate of Ownership setting forth a copy of these resolutions and the date of adoption thereof and to file the same in the Department of State of the State of New York; and

FURTHER RESOLVED, that the Officers of this Company be and they hereby are authorized and directed to do all acts and things whatsoever whether within or without the State of New York which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, St. Regis Paper Company has caused this Certificate to be signed in its behalf by its President and its Secretary and its corporate seal to be hereunto affixed this 18th day of July, 1958.

ST. REGIS PAPER COMPANY

By

President

By

Secretary

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

On this 10th day of July, in the year 1956, before

me, the undersigned, Notary Public for the State of New York, personally appeared W. E. Adams, who being by me duly sworn, depose and say that he, W. E. Adams, resides in New Canaan, Connecticut, and is the President of E. B. & S. Paper Company, the corporation described in and which executed the above instrument, and that he, H. Crawford, resides in New York, New York, and is the Secretary thereof, that each knows the seal of said corporation, that the seal affixed to said instrument is such corporate seal, that it was so affixed by order of the Board of Directors of said corporation and that each signed his name thereto by like order.

James J. Sweeney
Notary Public

JAMES J. SWEENEY
Notary Public, State of New York
No. 20326350
Comm. Exp. in Nassau County
Comm. Exp. in New York County
Term Expires March 30, 1958

STATE OF NEW YORK
COUNTY OF NEW YORK

On this day, I, the undersigned, Clerk of the County of New York, do hereby certify that the person or persons named in the foregoing instrument, to-wit: W. R. Adams and H. Crawford, to-wit: who, being by me duly sworn, each for himself, do hereby certify that he, W. R. Adams, resides in New York City, New York, and is the President of St. Regis Paper Company, a corporation organized in and which executed the above instrument.

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State of New York } ss.:
DEPARTMENT OF STATE

I CERTIFY That I have compared the preceding

copy with the original Certificate of Merger of

Cupples-Hesse Corporation
(a Missouri corporation)
with
St. Regis Paper Company,
(a New York corporation)

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

In witness my hand and the official seal of the Department of State at the
City of Albany, this sixth day
of August, one thousand nine hundred
fifty-nine.

Caroline K. Simon
Secretary of State

By Abraham N. Davis
Deputy Secretary