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Articles of Amendment
Filed 9-2-64

7pgs.

ST. REGIS PAPER COMPANY

AMENDMENT

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA
by *[Signature]* 3/1/68

TOM ADAMS
SECRETARY OF STATE



Secretary of State

State of Florida

Tallahassee

TOM ADAMS
SECRETARY OF STATE

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

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of

ST. REGIS PAPER COMPANY

Under Section 805 of the
Business Corporation Law

C. TAX 16.00
FED 10.00
10.00
K. 10.00

RECEIVED
SEP 2 10 40 AM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, WILLIAM R. ADAMS and HOMER CRAWFORD, respectively, the President and Secretary of ST. REGIS PAPER COMPANY (hereinafter sometimes called the "Corporation"), hereby certify:

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, 1939.

3. The amendments effected by this Certificate are as follows:

(a) The capital stock of the Corporation is reduced from one hundred and thirty million dollars (\$130,000,000) divided into twenty-five million, fifty thousand (25,050,000) shares, of which fifty thousand

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(50,000) shares are classified as First Preferred Stock of the par value of \$100 each and twenty-five million (25,000,000) shares are classified as Common Stock of the par value of \$5 each, to one hundred and twenty-five million dollars (\$125,000,000) divided into twenty-five million (25,000,000) shares classified as Common Stock of the par value of \$5 each. To accomplish such reduction, Article III of the Certificate of Incorporation of the Corporation, as heretofore amended, is further amended to read and be as follows:

"III. The amount of the capital stock of the Corporation shall be one hundred and twenty-five million dollars (\$125,000,000) divided into twenty-five million (25,000,000) shares classified as Common Stock of the par value of five dollars (\$5) each. None of the shares of the Corporation shall be without par value."

(b) Article IV, setting forth provisions relating to First Preferred Stock of the Corporation, is eliminated from the Certificate of Incorporation of the Corporation; and

(c) Articles V to X, inclusive, of the Certificate of Incorporation of the Corporation are renumbered to be Articles IV to IX, respectively.

4. The foregoing amendments of the Certificate of Incorporation of the Corporation were authorized by the vote of the holders of more than a majority of the outstanding shares of the Corporation's Common Stock at the Annual Meeting of such

holders held April 23, 1964.

IN WITNESS WHEREOF, we have made and subscribed
this Certificate this 18th day of June, 1964.

William R. Adams
WILLIAM R. ADAMS
President

Homer Crawford
HOMER CRAWFORD
Secretary

STATE OF NEW YORK

State of New York }
DEPARTMENT OF STATE } ss.: 44841

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 24th day of June, 1964, 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

holders held April 23, 1964.

IN WITNESS WHEREOF, we have made and subscribed
this Certificate this 18th day of June, 1964.


WILLIAM R. ADAMS
President


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.


HOMER CRAWFORD
Secretary

Subscribed and sworn to
before me this 18th day of June, 1964


Notary Public

JOHN J. BURKE
Notary Public, State of New York
No. 605429231
Qualified in Westchester County
Cert. filed in New York County
Commission Expires March 30, 1966