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Amendment

Filed 9-13-67

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ST. REGIS PAPER COMPANY

AMENDMENT

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA
by... on... Septe. 13, 1967

TOM ADAMS
SECRETARY OF STATE



Secretary of State

State of Florida

Tallahassee

32304

TOM ADAMS
SECRETARY OF STATE

September 13, 1967

In reply refer to:
Corp-ms

The Prentice-Hall Corporation System
90 Broad Street
New York, New York 10004

Attention: Miss Beverly Shulkes

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 13, 1967. A certificate to that effect is enclosed.

Sincerely,

TOM ADAMS
Secretary of State

By
(Mrs.) ~~Nattie Singh~~
Foreign Supervisor
Corporations Division

NS/ms
RS/
XX

Enclosure

corp-28
8-10-64

Secretary of State

FROM: Beverly Shulkes NEW YORK OFFICE
DATE: September 7, 1967
SUBJECT: ST. REGIS PAPER COMPANY -
Increase in capital stock - Florida

Dear Mr. Crawford:

Please find enclosed one certified copy of the
certificate of amendment of certificate of
incorporation for the above, and our check in
the amount of \$10.00.

Please do that which is necessary to effectuate
such filing in your jurisdiction.

Thank you very much.

Sincerely yours,

Beverly Shulkes
Beverly Shulkes

Check No. 8542

SEP 12 1967

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10-9

Secretary of State

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
90 BROAD STREET, NEW YORK, NEW YORK 10004

TO: George G. Crawford, Esq.
FROM: Beverly Shulkes NEW YORK OFFICE
DATE: September 7, 1967
SUBJECT: ST. REGIS PAPER COMPANY -
Increase in capital stock - Florida

Dear Mr. Crawford:

Please find enclosed one certified copy of the
certificate of amendment of certificate of
incorporation for the above, and our check in
the amount of \$10.00.

Please do that which is necessary to effectuate
such filing in your jurisdiction.

Thank you very much.

Sincerely yours,

Beverly Shulkes
Beverly Shulkes

Check No. 8542

SEP 12 67 • 2

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Secretary of State

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

ST. REGIS PAPER COMPANY

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, William R. Adams, and Homer Crawford, being respectively the President and Secretary of St. Regis Paper Company (hereinafter sometimes referred to as the "Corporation") hereby certify:

First. The name of the Corporation is St. Regis Paper Company.

Second. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on February 4, 1899.

Third. This Certificate of Amendment hereby amends the Certificate of Incorporation of the Corporation (i) to authorize the Corporation to issue a new class of Preferred Stock, to consist of one million shares of the par value of \$1 each, (ii) to authorize the Board of Directors of the Corporation to provide for the issue of the Preferred Stock and (iii) to eliminate

Notary Public
Qualified in New York City
Commission Expires March 31, 1900

Secretary of State

Article VII of the Certificate of Incorporation providing for the number, qualification and election of Directors. To accomplish such amendments

1. Article III of the Certificate of Incorporation, relating to the capital stock of the Corporation is hereby amended to read as follows:

III. The aggregate number of shares which the Corporation shall have authority to issue is 26,000,000 of which 1,000,000 shares shall be Preferred Stock, issuable in series of the par value of \$1 per share and 25,000,000 shares shall be Common Stock of the par value of \$5 per share.

2. There is hereby added to the Certificate of Incorporation a new Article IV to read as follows:

IV. Subject to limitations prescribed by law, the Board of Directors is authorized to provide for the issue of shares of the Preferred Stock in one or more series, to establish the number of shares in each series, to fix the designation, relative rights, preferences and limitations of the shares of each such series and to cause to be filed in the Department of State of the

State of New York; such certificates as may be required in connection therewith by the Business Corporation Law. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

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- (a) The number of shares constituting the series and its designation;
- (b) The dividend rate and payment dates for shares of the series, whether such dividends shall be cumulative, and, if so, from which date or dates;
- (c) Whether shares of the series shall have voting rights in addition to those provided by law, and, if so, the terms of such rights;
- (d) Whether shares of the series shall be convertible into or exchangeable for other securities of the Corporation, and, if so, the price or prices or the rate or rates of such conversion or exchange and the adjustments, if any, at which such conversion or exchange may

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be made;

(e) Whether the shares of the series shall be redeemable, and, if so, the terms and conditions of such redemption, including the redemption price or prices per share during any specified period or periods;

(f) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(g) Any other relative, participating, optional or other rights, preferences or limitations of the shares of the series.

No holder of shares of Preferred Stock of the Corporation of any series, shall have a preferential or preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants or any rights to subscribe to or purchase, any securities convertible into or

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exchangeable for any shares of
the Corporation of any class, now or
hereafter authorized, which may at
any time be issued, sold or offered
for sale by the Corporation.

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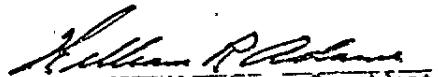
3. Article VII of the Certificate of Incorporation,
relating to Directors, is hereby deleted in its entirety.

4. The present Articles IV, V, and VI of the Certificate
of Incorporation are hereby renumbered to be Articles V, VI
and VII respectively.

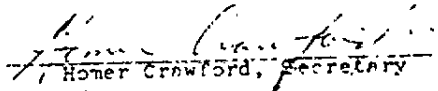
Fourth. The amendments to the Certificate of Incorporation
effected by this Certificate were authorized by the affirmative
vote of the holders of a majority of all outstanding shares
entitled to vote on amendments to the Certificate of Incorporation
at a meeting of such holders held April 27, 1967.

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IN WITNESS WHEREOF, this Certificate has been signed, this
29th day of April, 1967.


William R. Adams, President

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Homer Crawford, Secretary

Quality
Control

STATE OF NEW YORK)

COUNTY OF NEW YORK)

HOMER CRAWFORD, being duly sworn, deposes and says
that he is Secretary of St. Regis Paper Company, the corporation
mentioned and described in the foregoing instrument; that he
has read and signed the same and that the statements contained
therein are true.

Homer Crawford
Homer Crawford, Secretary

Joseph C. Pore
sworn to before me this
29th day of April, 1967

JOSEPH C. PORE
Notary Public, State of New York
No. 31-124 00-00
Qualified in New York County
Commission Expires March 30, 1969

STATE OF New York
COUNTY OF New York

} SS.:

Homer Crawford, being duly sworn deposes
and says that he is the Secretary of St. Regis Paper Company,
a corporation duly organized under the laws of the State of
New York, that said company is duly qualified to carry on
an intrastate business in the State of Florida, having received
a permit therefor on the 26th day of May, 1967. That by
an amendment duly adopted by its directors and stockholders and
filed with the Secretary of State of New York on the 8th day
of May, 1967, the authorized capital stock of the corporation
was increased, providing for an additional 1,000,000 shares to be
known as Preferred stock with a nominal or par
value of \$1.00. It is not presently intended that any
~~That no~~ part of the increased capital stock
so provided by said amendment will be used or employed in the State
of Florida.

Homer Crawford
Secretary

SUBSCRIBED AND SWORN To before me
this 23rd day of August, 1967.

Joseph E. Core New York
Notary Public, County

My Commission expires

JOSEPH E. CORE
Notary Public, State of New York
No. 31-1513620
Qualified in New York County
Commission Expires March 30, 1969

Secretary of State

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

HOMER CRAWFORD, being duly sworn, deposes and says
that he is Secretary of St. Regis Paper Company, the corporation
mentioned and described in the foregoing instrument; that he
has read and signed the same and that the statements contained
therein are true.

Estate of New York }
DEPARTMENT OF STATE } ss:

26512

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 8th day of May, 1967, 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 sixteenth day
of August, one thousand nine hundred
sixty-seven.

John P. Lomenzo
Secretary of State

Form CO-504

Notary Public in New York County
Commission Expires March 30, 1969

State of Florida

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
do hereby certify that I have on this day filed in this office duly authenticated copy of Certificate of Amendment to Certificate of Incorporation of

ST. REGIS PAPER COMPANY

a corporation organized and existing under the Laws of the State of

NEW YORK

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 13th day of September,
A.D. 1967.

Secretary of State