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Articles of Merger
Filed 4-30-85

9 pgs.

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

CAPITAL CONNECTION, INC.
226 W. George Street, Tallahassee, FL 32301, 904-234-8876
Mailing Address: Post Office Box 15549, Tallahassee, FL 32312
Your Florida TOLL FREE No. 1-800-342-8882

NAME

FIRM

ADDRESS

PHONE

Service Top Priority XX Priority _____ Routine _____

TO US VIA Prod. Exp. RETURN VIA _____

JOB No. 21 2231 Express Mail No. _____

SEC. OF STATE \$ 30.00 OUR \$ _____

C. TAX _____
FILING 30
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

4/30/85

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REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-		
TIME	10:45		CK No.
BY	CP		

WALK-IN Will Pick Up 4-30 2pm

[Handwritten signature]

STATE OF FLORIDA, TALLAHASSEE, FLORIDA

DATE: _____ TIME: _____

FILE NO. _____

Case No. _____

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SUBTOTALS

FEE

DISBURSED

SURCHARGE

PREPAID

BALANCE DUE

Please remit invoice number with payment.
TERMS: NET 10 DAYS FROM INVOICE DATE
1% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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

14107

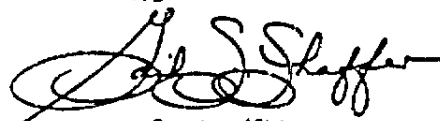
FILED

APR 30 1965

STATE
TALLAHASSEE, FLORIDA

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 MAY 6 1965


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 MERGERS

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 H. 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 n 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."

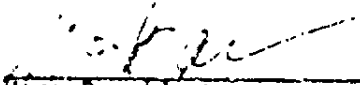
Article V of its Restated Certificate of Incorporation is deleted, and Articles VI-VII are renumbered V-VI, respectively.

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, 1985.

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 CHAMPICE INTERNATIONAL CORPORATION,

the sole shareholder of CHA DEVELOPMENTS CORPORATION, and
that 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 P. Gore
of ST. REGIS CORPORATION

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NOV 30 1984

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USC

CERTIFICATE OF MERGER

OF

ONE 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

FILED NOV 20 1984

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CITY	
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ST.	

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SIMPSON THACHER & BARTLETT
ONE BATTERY PARK PLAZA
NEW YORK, NEW YORK 10004

FILED

NOV 20 1984

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