


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Jan 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 820278 (0)
1. Corporation Name
GREAT NORTHERN NEKOOSA CORPORATION

Principal Place of Business 133 PEACHTREE STREET, N.E. ATLANTA GA 30303	Mailing Address 133 PEACHTREE STREET, N.E. ATLANTA GA 30303
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 25 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 03/08/1967	
				4. FEI Number 01-0082620	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City FL 85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
TITLE	AS	<input type="checkbox"/> DELETE		1.1 TITLE			
NAME	FRAZIER, W E III			1.2 NAME			
STREET ADDRESS	133 PEACHTREE ST., NE			1.3 STREET ADDRESS	SEE ATTACHED LIST		
CITY-ST-ZIP	ATLANTA GA			1.4 CITY-ST-ZIP			
TITLE	P	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	BOSTIC, JAMES E JR			2.2 NAME			
STREET ADDRESS	133 PEACHTREE ST., NE			2.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			2.4 CITY-ST-ZIP			
TITLE	CD	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	CORRELL, A.D.			3.2 NAME			
STREET ADDRESS	133 PEACHTREE STREET NE			3.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			3.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		4.1 TITLE	SVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	KHOURY, KENNETH F			4.2 NAME			
STREET ADDRESS	133 PEACHTREE ST. NE			4.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			4.4 CITY-ST-ZIP			
TITLE	CFO	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	JOHN F. MCGOVERN			5.2 NAME			
STREET ADDRESS	133 PEACHTREE STREET NE			5.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			5.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		6.1 TITLE	EVP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	GLASS, DONALD L			6.2 NAME			
STREET ADDRESS	133 PEACHTREE ST., NE			6.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			6.4 CITY-ST-ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

W. Edwin Frazier

1/12/98

404-652-4000

CR2E034 (10/97)

GREAT NORTHERN NEKOOSA CORPORATION

Directors

<u>Name</u>	<u>Address</u>
Alston D. Correll	133 Peachtree St., NE, Atlanta, GA 30303
Clint M. Kennedy	133 Peachtree St., NE, Atlanta, GA 30303
John F. McGovern	133 Peachtree St., NE, Atlanta, GA 30303

GREAT NORTHERN NEKOOSA CORPORATION

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Alston D. Correll	Chairman, President and Chief, Executive Officer	133 Peachtree St., NE, Atlanta, GA 30303
Clint M. Kennedy	Executive Vice President and Chief Operating Officer	133 Peachtree St., NE, Atlanta, GA 30303
Donald L. Glass	Executive Vice President	133 Peachtree St., NE, Atlanta, GA 30303
John F. McGovern	Executive Vice President - Finance and Chief Financial Officer	133 Peachtree St., NE, Atlanta, GA 30303
John F. Rasor	Executive Vice President	133 Peachtree St., NE, Atlanta, GA 30303
Lee M. Thomas	Executive Vice President	133 Peachtree St., NE, Atlanta, GA 30303
James E. Bostic, Jr.	Senior Vice President	133 Peachtree St., NE, Atlanta, GA 30303
Gerard R. Brandt	Senior Vice President	133 Peachtree St., NE, Atlanta, GA 30303
James F. Kelley	Senior Vice President - Law and General Counsel	133 Peachtree St., NE, Atlanta, GA 30303
Maurice W. Kring	Senior Vice President	133 Peachtree St., NE, Atlanta, GA 30303
Danny W. Huff	Vice President and Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Kenneth F. Khoury	Vice President and Secretary	133 Peachtree St., NE, Atlanta, GA 30303
William A. Mamrack	Vice President - Taxes	133 Peachtree St., NE, Atlanta, GA 30303

GREAT NORTHERN NEKOOSA CORPORATION
(Officers continued)

James E. Terrell	Vice President and Controller	133 Peachtree St., NE, Atlanta, GA 30303
Erwin D. Barger, Jr.	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Elizabeth U. Fee	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
W. Edwin Frazier, III	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Kimberly Dyslin Rountree	Assistant Secretary	133 Peachtree St., NE, Atlanta, GA 30303
Steven A. Coulter	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Larry A. Feind	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
George G. Lang	Assistant Treasurer	133 Peachtree St., NE, Atlanta, GA 30303
Peter B. Webster	Clerk	Portland Square Portland, ME 04104