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Feb 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 # 851966 (2)
1. Corporation Name
APPLETON PAPERS INC.

Principal Place of Business 825 E WISCONSIN AVE. P.O. BOX 359 APPLETON WI 54912-7359	Mailing Address PO BOX 1872 APPLETON WI 54912-1872 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/22/1982	
21 Suite, Apt. #, etc.	26	27 Suite, Apt. #, etc.	28	4. FEI Number 36-2556469	Applied For Not Applicable
22 City & State	23	27 City & State	28	5. Certificate of Status Desired ☐	\$8.75 Additional Fee Required
24 Zip	25 Country	29 Zip	30 Country	6. Election Campaign Financing Trust Fund Contribution ☐	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. ☒ Yes ☐ No	

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

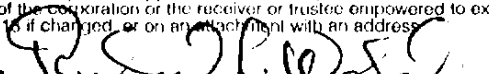
10. Name and Address of New Registered Agent	
81 Name	85 Zip Code
82 Street Address (P.O. Box Number Is Not Acceptable)	
83	
84 City	FL

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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD CURWEN, RICHARD	1.1 TITLE	
NAME	825 E WISCONSIN AVENUE	1.2 NAME	
STREET ADDRESS	APPLETON WI	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VPD MCINTOSH, D.W.	2.1 TITLE	
NAME	825 E WISCONSIN AVE.	2.2 NAME	
STREET ADDRESS	APPLETON WI	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VP BUTH, D.P.	3.1 TITLE	
NAME	825 E. WISCONSIN AVE.	3.2 NAME	
STREET ADDRESS	APPLETON WI	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VP MEIER, P.G.	4.1 TITLE	
NAME	825 E WISCONSIN AVE.	4.2 NAME	
STREET ADDRESS	APPLETON WI	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VP TUCKER, J.L.	5.1 TITLE	
NAME	825 E WISCONSIN AVE.	5.2 NAME	
STREET ADDRESS	APPLETON WI	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	VP WALLACE, J. E	6.1 TITLE	
NAME	825 EAST WISCONSIN AVE.	6.2 NAME	
STREET ADDRESS	APPLETON WI	6.3 STREET ADDRESS	
CITY-ST-ZIP		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)(i), 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:  Richard L. Wehrle-Treasurer 2. C-3-98 920-734-9841

CR2E034 (10/97)

**APPLETON PAPERS INC.
LISTING OF OFFICERS AND DIRECTORS**

R. Curwen, Chief Executive Officer, President, and Director

Date of Office: 01/01/96

825 East Wisconsin Avenue, Appleton, WI 54912

D.W. McIntosh, Executive Vice President and Director

Date of Office: 02/01/93

825 East Wisconsin Avenue, Appleton, WI 54912

R.P. Curtis, Executive Vice President, Chief Administrative Officer

Date of Office: 09/01/97

825 East Wisconsin Avenue, Appleton, WI 54912

D.P. Buth, Executive Vice President & General Manager-Carbonless

Date of Office: 09/01/97

825 East Wisconsin Avenue, Appleton, WI 54912

H. Mousiades, Vice President, Business Development

Date of Office: 09/01/97

825 East Wisconsin Avenue, Appleton, WI 54912

P.G. Meier, Vice President, Human Resources

Date of Office: 01/24/85

825 East Wisconsin Avenue, Appleton, WI 54912

J.L. Tucker, Vice President, Information Services

Date of Office: 01/15/86

825 East Wisconsin Avenue, Appleton, WI 54912

J.E. Wallace, Executive Vice President & General Manager-Thermal

Date of Office: 02/04/91

825 East Wisconsin Avenue, Appleton, WI 54912

R.J. DeKoch, Vice President-Coated Operations

Date of Office: 06/19/95

825 East Wisconsin Avenue, Appleton, WI 54912

M. Van Eyck, Executive Vice President & General Manager-Coated

Date of Office: 09/01/97

825 E. Wisconsin Avenue, Appleton, WI 54912

A.M. Whalen, Vice President-Finance
Date of Office: 09/01/97
825 East Wisconsin Avenue, Appleton, WI 54912

R.L. Wehrel, Treasurer
Date of Office: 01/01/95
825 East Wisconsin Avenue, Appleton, WI 54912

W. T. Miland, Assistant Treasurer
Date of Office: 01/01/95
825 East Wisconsin Avenue, Appleton, WI 54912

P.J. Karch, Vice President-Legal & General Counsel
Date of Office: 05/01/96
825 East Wisconsin Avenue, Appleton, WI 54912

B. Mieliulis, Assistant Secretary
Date of Office: 01/01/92
825 East Wisconsin Avenue, Appleton, WI 54912

A.M. Tyczkowski, Assistant Secretary
Date of Office: 06/24/96
825 East Wisconsin Avenue, Appleton, WI 54912

S.M. Luck, Assistant Secretary
Date of Office: 06/23/97
825 East Wisconsin Avenue, Appleton, WI 54912