

Ray **A21159**

Corporate Headquarters

April 4, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
02 MAY 20 PM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Rayonier Timberlands Operating Company, L.P.
FEI No. 066-1159803

Dear Sir or Madam:

Enclosed is a Certificate of Amendment of Application for Registration of the referenced limited partnership. The amendment changes the general partner interest. Also enclosed is our check no. 26081 in the amount of \$52.50 representing the filing fee.

If you have any questions regarding this filing, please do not hesitate to call me at (904) 357-9196. Thank you for your assistance.

Very truly yours,

Nancy K. Wheeler
Nancy K. Wheeler
Paralegal

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Encl.

A21159
of



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 12, 2002

NANCY WHEELER
50 NORTH LAURA STREET
JACKSONVILLE, FL 32202

SUBJECT: RAYONIER TIMBERLANDS OPERATING COMPANY, L.P.,
LIMITED PARTNERSHIP
Ref. Number: A21159

We have received your document for RAYONIER TIMBERLANDS OPERATING COMPANY, L.P., LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 502A00021806

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Rayonier Timberlands Operating Company, L.P.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The managing general partner is Rayonier Timberlands Management, Inc.,
50 North Laura Street, Suite 1900, Jacksonville, FL 32202



(Signature of a General Partner)

Rayonier Timberlands Management
by W. Edwin Frazier, III, Secretary

(Typed or printed name of General Partner signing above)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

On this 31 day of March, 2002, W. Edwin Frazier, III personally
appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



(Notary Public Signature)

Shellie Simmons

(Notary's Printed Name)



My Commission Expires: 3/3/06