

DEC. 18. 2003 1:21PM

STJOE COMPANY

NO. 000

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Division of Corporations
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From:

Account Name : THE ST. JOE COMPANY
Account Number : T20000000110
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN LIMITED PARTNERSHIP

PSJ Development, L.P.

Certificate of Status	0
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DIVISION OF CORPORATION

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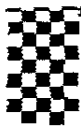
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 18, 2003

THE ST JOE COMPANY

SUBJECT: PSJ DEVELOPMENT, L.P.
REF: W03000038608

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TALLAHASSEE, FLORIDA

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STJOE COMPANY

NO. 085 P. 4

H030003384503

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

1. Name of limited partnership, as it is in the home state is: PSJ Development L.P.
2. Name under which the limited partnership proposes to register or transact business in Florida: PSJ Development L.P.
3. State of formation: Delaware.
4. Date formation: _____
5. Name of Registered Agent: Christine M. Marx.
6. Address of Registered Agent: 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202.
7. Acceptance by the Registered Agent for service of process:

Christine M. Marx

By: Christine M. Marx

8. Registered office required in state of formation: 2711 Centerville Road, Suite 400 in the City of Wilmington, Delaware. The name of the registered agent in Delaware is Corporation Service Company.
9. Names of General Partners and addresses:

PSJ Waterfront LLC c/o The St. Joe Company 245 Riverside Avenue, Suite 500 Jacksonville, Florida 32202	Stone Waterfront LLC c/o Stone Container Corporation 150 N. Michigan Avenue Chicago, IL 60601
---	--
10. Office where names, addresses and contributions of limited partners will be kept: 245 Riverside Avenue, Suite 500, Jacksonville, FL 32202.
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners until the limited partnership's registration in Florida is canceled or withdrawn.
12. Mailing address of limited partnership is: 245 Riverside Avenue, Suite 500, Jacksonville, FL 32202.

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J. DORRIS
SECRETARY OF STATE

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STJOE COMPANY

NO. 085 P. 5

H030003384503

Under penalties of perjury we, being duly sworn, declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17th day of December, 2003

GENERAL PARTNERS:

PSJ Waterfront LLC

By: Michael N. Regan
Michael N. Regan, Manager

Stone Waterfront LLC

By: Stone Container Corporation, its sole member

By: Leslie T. Lederer
Print Name: Leslie T. Lederer
Title: Vice President

STATE OF FLORIDA
COUNTY OF DUVAL

On this 17th of December, 2003, Michael N. Regan, Manager of PSJ Waterfront, LLC, a Florida limited liability company, personally appeared before me and who is personally known to me.

NOTARY PUBLIC:



By: Susan G. Whitlatch
(Notary Public signature)

(Notary Seal) My commission expires:

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TALLAHASSEE, FLORIDA

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STJOE COMPANY

NO. 085 P. 6

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STATE OF Illinois
COUNTY OF Cook

On this 15 of December, 2003, Leslie T. Lederer
Vice President of Stone Waterfront LLC, a
Florida limited liability company, personally appeared before me and ☒ who is personally
known to me ☐ whose identity I prove3d on the basis of _____

NOTARY PUBLIC:

By: Lila J Johnson
(Notary Public signature)

(Notary Seal) My commission expires: 12/02/04



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TALLAHASSEE, FLORIDA

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STJOE COMPANY

NO. 085, P. 7

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
A FOREIGN LIMITED PARTNERSHIP**

Before me the undersigned general partners personally appeared, each a general partner of PSJ Development L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$22,800,000.00.
2. the anticipated amount of the capital contributions of the limited partners that are allocated for the purposes transacting business in Florida is \$22,800,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts herein are true and correct.

Signed this 17th day of December, 2003.

GENERAL PARTNERS:

PSJ Waterfront LLC

By: Michael N. Regan
Michael N. Regan, Manager

Stone Waterfront LLC

By: Stone Container Corporation, its sole member

By: Leslie T. Lederer
Print Name: Leslie T. Lederer
Title: Vice President

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STJOE COMPANY

NO. 085 P. 8

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STATE OF FLORIDA
COUNTY OF DUVAL

On this 17th of December, 2003, Michael N. Regan, Manager of PSJ Waterfront, LLC, a Florida limited liability company, personally appeared before me and who is personally known to me.



NOTARY PUBLIC:

By: Susan G. Whitlatch
(Notary Public signature)

(Notary Seal) My commission expires:

STATE OF Illinois
COUNTY OF Cook

On this 15 of December, 2003, Leslie Lederer,
Vice President of Stone Waterfront LLC, a
Florida limited liability company, personally appeared before me and ☒ who is personally
known to me ☐ whose identity I prove3d on the basis of _____

NOTARY PUBLIC:

By: Lila J. Johnson
(Notary Public signature)

(Notary Seal) My commission expires: 12/02/04



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