



B9300000112

ACCOUNT NO. : 072100000032

REFERENCE : 797137 4378137

AUTHORIZATION :

COST LIMIT :

\$ 35.00

Patricia Pizzuto

ORDER DATE : April 27, 1998

ORDER TIME : 9:17 AM

ORDER NO. : 797137

CUSTOMER NO: 4378137

CUSTOMER: Ms. Gloria J. Clark
Buckeye Technologies Inc.
1001 Tillman Street

Memphis, TN 38112

500002502735--5

CHANGE OF AGENT

NAME: BUCKEYE FLORIDA LIMITED
PARTNERSHIP

(3)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 12: 58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 12: 58

RECEIVED
98 APR 28 AM 9: 56
DIVISION OF CORPORATION

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provision of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Buckeye Florida Limited Partnership
Name of the limited partnership
2. March 16, 1993 3. B93000000112
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

Ronald R. Stefanie
Route 3, Box 260
Perry, Florida 32347

5. The name and street address of the successor registered agent and office (P.O. Box not acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Such change was authorized by the general partners.

Buckeye Florida, Limited Partnership

By: Buckeye Florida Corporation, General Partner

By: Sheila Jordan Cunningham
Secretary

April 21, 1998

Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

By: Donald Dow
Registered Agent signature

4-27-98
Date

Filing Fee: \$35.00

Division of Corporations

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BUCKEYE FLORIDA CORPORATION
ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS
October 21, 1997
(Officer Election)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 PM 12:58

The undersigned, being all of the Board of Directors of Buckeye Florida Corporation, a Delaware corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors (the "Board") of the Corporation, hereby take the following actions and adopt the following resolutions by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Board has accepted the resignation of Henry P. Doggrell as Secretary of the Corporation, effective October 21, 1997; and

WHEREAS, upon recommendation, the Board approved the election of Sheila Jordan Cunningham as Secretary of the Corporation effective October 21, 1997.


RESOLVED, that the undersigned Board of Directors of the Corporation hereby authorizes and approves the election of Sheila Jordan Cunningham to the office of Secretary of the Corporation, such election to become effective as of October 21, 1997, to hold such office until her successor shall be duly elected and qualified or until her resignation or removal.

BOARD OF DIRECTORS


Robert E. Cannon, Chairman


David B. Ferraro


Henry P. Doggrell


David H. Whitcomb