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ACCOUNT NO. : 072100000032

REFERENCE : 910846 7216317

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : November 28, 2000

ORDER TIME : 9:44 AM

ORDER NO. : 910846-010

CUSTOMER NO: 7216317

CUSTOMER: Ms. Wendy C. Shiba
Bowater America Inc.
55 E. Camperdown Way

Greenville, SC 29601

FILED
00 NOV 30 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BOWATER AMERICA INC. *(S)*

XXXX QUALIFICATION (TYPE: CO)

9000003481329--6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

nk 11/30

00 NOV 30 AM 10:32
TO ADDITIONAL
SUFFICIENCY OF FILINGS
DIVISION OF REVENUE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. BOWATER AMERICA INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 36-2538645

(FEI number, if applicable)

4. September 16, 1977

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 55 East Camperdown Way, Greenville, SC 29601

(Principal office address)

55 East Camperdown Way, Greenville, SC 29601

(Current mailing address)

Sales and distribution of pulp and paper products manufactured by Bowater Incorporated and its affiliates. To engage in any act or activity for which corporations may be organized.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company

By: Deborah D. Skipper

(Registered agent's signature)

DEBORAH D. SKIPPER, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Wendy C. Shiba
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WENDY C. SHIBA, Secretary
(Typed or printed name and capacity of person signing application)

FILED
NOV 30 1993
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

BOWATER AMERICA INC.

List of Officers

Name: DAVID G. MAFFUCCI **Title:** PRESIDENT
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: JOHN C. ADAMS **Title:** VICE PRESIDENT
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: C. RANDY ELLINGTON **Title:** VICE PRESIDENT
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: DANIEL B. HAIGHT **Title:** VICE PRESIDENT
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: MICHAEL F. NOCITO **Title:** VICE PRESIDENT
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: WILLIAM G. HARVEY **Title:** VICE PRESIDENT/TREASURER
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: WENDY C. SHIBA **Title:** VICE PRESIDENT/SECRETARY
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: HARRY F. GEAIR **Title:** ASSISTANT SECRETARY
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

List of Directors

Name: ARTHUR D. FULLER **Term:**
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: DAVID G. MAFFUCCI **Term:**
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

Name: ARNOLD M. NEMIROW **Term:**
Bus. Addr.: c/o BOWATER AMERICA INC. 55 East Camperdown Way, Greenville, SC 29601

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State of Delaware
Office of the Secretary of State

PAGE 1

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NOV 30 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOWATER AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2000.

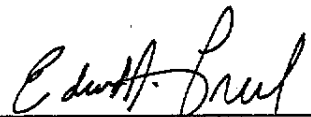
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0815120

DATE: 11-28-00