

CT CORPORATION

F02000000354

CORPORATION(S) N

MW Holding Corporation

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*****17.50 *****17.50

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
02 JAN 17 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DK

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/17/02

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Order#: 5027849

Ref#: _____

Amount: \$ _____

RECEIVED
02 JAN 17 PM 2:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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02 JAN 17 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 17, 2002

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MW HOLDING CORPORATION
Ref. Number: W02000001556

RECEIVED
02 JAN 22 PM 12:52
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for MW HOLDING CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$87.50 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.



Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

to: Buck Kohr
Corporate Specialist

Letter Number: 902A00002600

From: Ashley M. e CT Corp

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

please back date to 1/17/02

02 JAN 22 PM 12:33

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Asly M.

1/22/02
3:00

FILED
JAN 17 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Sue K. McDonnell do hereby certify
(Name)

that this Resolution of the Board of Directors of MM Holding Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on January 18, 2002

Be it resolved, that MM Holding Corporation
(Corporate Name)

organized and existing in the State of Delaware hereby adopts the name

MM Holding Corporation of Delaware for use in Florida.

Dated: January 18, 2002

Sue K. McDonnell
Signature of either Chairman, Vice Chairman or any officer

Sue K. McDonnell, Secretary
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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.

RECEIVED
STATE
11/17/01
3:14 PM

1. MW Holding Corporation
(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 3. 31-1797999
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/24/2001 5. Perpetual
(Date of incorporation) (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. Mead World Headquarters, Courthouse Plaza, N.E., Dayton, OH 45463
(Principal office address)

same
(Current mailing address)

8. The Manufacture and sale of paper products and other products.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System
By: Kathryn A. Wilder, Special Assistant Secretary
(Registered agent's signature)

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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02 JAN 17 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Jerome F. Tatar
Address: Mead World Headquarters, Courthouse Plaza, N.E., Dayton, OH 45463

Director: Timothy R. McLevish
Address: Mead World Headquarters, Courthouse Plaza, N.E., Dayton, OH 45463

B. OFFICERS

President: Jerome F. Tatar
Address: Mead World Headquarters, Courthouse Plaza N.E.
Dayton, OH 45463

Vice President: _____
Address: _____

Secretary: Sue K. McDonnell
Address: Mead World Headquarters, Courthouse Plaza, N.E., Dayton, OH 45463

Treasurer: Timothy R. McLevish
Address: Mead World Headquarters, Courthouse Plaza N.E. Dayton, OH 45463

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

13. *Sue K. McDonnell*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sue K. McDonnell, Secretary
(Typed or printed name and capacity of person signing application)

January 11, 2002

Delaware

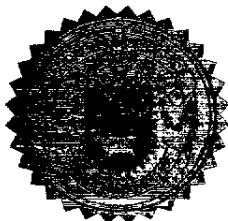
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MW HOLDING CORPORATION" 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 SIXTEENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 JAN 17 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3429632 8300

AUTHENTICATION: 1562146

020030397

DATE: 01-16-02