



F02000002562

ACCOUNT NO. : 072100000032

REFERENCE : 567568 4319251

AUTHORIZATION :

Patricia Piguto

COST LIMIT : \$ 70.00

FILED
02 MAY -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 2002

ORDER TIME : 12:19 PM

ORDER NO. : 567568-005

CUSTOMER NO: 4319251

CUSTOMER: Mr. Patrick Mullen
Gould Paper Corporation
11 Madison Avenue

700005482147--8

New York, NY 10010

FOREIGN FILINGS

NAME: GOULD PAPER CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Sara Lee*

EXAMINER: _____

RECEIVED
02 MAY -7 PM 12:58
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
OFFICE OF COMMERCE
#1114

BK 1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2002

SARA LEA
CSC
TALLAHASSEE, FL

SUBJECT: GOULD PAPER CORPORATION
Ref. Number: W02000013134

RESUBMIT
Please give original
submission date as file date

02 MAY -7 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 22 PM 2:54
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for GOULD PAPER CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

Buck Kohr
Corporate Specialist

Letter Number: 502A00028667

RESOLUTION OF BOARD OF DIRECTORS

FILED
02 MAY -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Patrick Mullen, do hereby certify that this Resolution of the Board of Directors of Gould Paper Corporation a corporation duly organized and existing under the laws of the State of New York, was duly adopted on May 9, 20 02

Be it resolved, that Gould Paper Corporation organized and existing in the State of New York hereby adopts the name GPF, Inc. for use in the State of Florida.

Date: May 17, 2002



Chairman, Vice Chairman or any officer

Patrick Mullen Secretary / Treasurer
Type or Print Name

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. Gould Paper 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. New York 3. 13-1547307
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/28/1943 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. 11 Madison Ave. - 14th Floor, New York, NY 10010
(Principal office address)
- _____
(Current mailing address)
8. Fine Paper Sales
(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

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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.

FILED
02 MAY -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

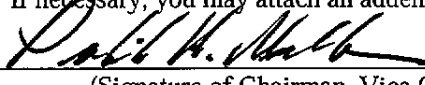
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. PATRICK MOLLEN
(Typed or printed name and capacity of person signing application)

OFFICERS, DIRECTORS

Gould Paper Corporation (New York)
11 Madison Avenue
New York, NY 10010
(address for all)

FILED
02 MAY -7 PM 11:06
SEAL: TALLAHASSEE, FLORIDA

Officers:

Harry E. Gould, Jr.	President & Chairman
D. J. Lala	Executive Vice President & Chief Financial Officer
Robert I. Anderson	Executive Vice President and General Sales Mgr.
Michael Pearl	Senior Vice President, Management Controls and Assistant Secretary
Robert Hartman	Assistant Controller
Geraldine Malia	Assistant Secretary
Patrick Mullen	Treasurer & Secretary

Directors:

Harry E. Gould, Jr.	Chairman
D. J. Lala	Director

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of GOULD PAPER CORPORATION was filed on 04/30/1943, under the name of REINHOLD-GOULD, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment REINHOLD-GOULD, INC., changing its name to GOULD PAPER CORPORATION, was filed 05/14/1968.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of May
two thousand and two.*

Special Deputy Secretary of State

02 MAY -7 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA