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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-06/24/98--01073--006
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SUBJECT: Dalton Box & Container, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Carolyn M. Dudzik, Esq.

(Name of Person)

Wyrick Robbins Yates & Ponton LLP

(Firm/Company)

4101 Lake Boone Trail, Suite 300

(Address)

Raleigh, North Carolina 27607

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Carolyn M. Dudzik
(Name of Person)

at (919) 781-4000
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
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:*

1. Dalton Box & Container, 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. 56-2070585
(FEI number, if applicable)
4. February 17, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Approximately July 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Dalton Box & Container, Inc.
612 Callahan Drive, Dalton, Georgia 30721
(Current mailing address)
8. Sale of corrugated packaging material.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.


(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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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: James. D. Lumsden

Address: 702 Oberlin Road, Suite 150
Raleigh, North Carolina 27605

Vice Chairman: _____

Address: _____

Director: Jeremiah M. Callahan

Address: 702 Oberlin Road, Suite 150
Raleigh, North Carolina 27605

Director: David Dupree

Address: 702 Oberlin Road, Suite 150
Raleigh, NC 27605

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Gary Sweetin

Address: 612 Callahan Road
Dalton, Georgia 30721

Vice President: / Secretary/Treasurer James D. Lumsden

Address: 702 Oberlin Road, Suite 150
Raleigh, North Carolina 27605

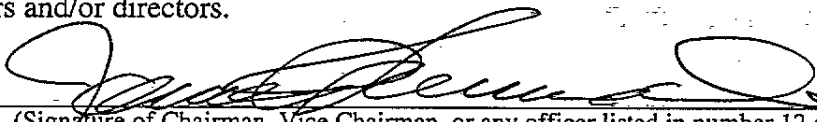
Secretary: _____

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. JAMES D. Lumsden - Chairman
(Typed or printed name and capacity of person signing application)

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Attachment

Additional Directors and Officers
Of
Dalton Box & Container, Inc.

12.A.

Director: Gary Sweetin
612 Callahan Road
Dalton, Georgia 30721

Director: William Bibb
318 Erin Drive, Suite 9
Knoxville, Tennessee 37919

12.B. Jeremiah M. Callahan
Chief Executive Officer
702 Oberlin Road, Suite 150
Raleigh, North Carolina 27605


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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DALTON BOX & CONTAINER, 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 SEVENTEENTH DAY OF JUNE, A.D. 1998.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9145670

DATE: 06-17-98