

F990000002693

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

900002885909--9
-05/25/99--01071--010
*****70.00 *****70.00

CORPORATION(S) NAME

North American Timber Corp.

<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 type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input 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		

Name _____ 05/25/99
Availability _____
Document _____ AL APR 25 1999
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

RECEIVED
99 MAY 25 PM 12:06
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

FILED
99 MAY 25 PM 1:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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. North American Timber Corp.

(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. 58-2463813

(FEI number, if applicable)

4. March 29, 1999

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 133 Peachtree Street, N.E., Atlanta, Georgia 30303-1847

(Current mailing address)

8. See attached purpose clause

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

ALLAN FARNELL
ASSISTANT SECRETARY

(Type Name and Title of Officer)

FILED
99 MAY 25 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

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

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 25 PM 1:23

FILED

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. _____

Kimberly Dyslin Rountree, Assistant Secretary

(Typed or printed name and capacity of person signing application)

FILED
99 MAY 25 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Foreign Corporation for Authorization
to Transact Business in Florida

**Purpose Clause of
North American Timber Corp.**

The purpose of the Corporation is to engage in any lawful act or an activity for which corporations may be organized under the General Corporation Law of the State of Delaware. Without limiting the foregoing, the Corporation intends to confine its activities to the maintenance and management of its intangible investments and the collection and distribution of the income from such investments or from tangible property physically located outside Delaware, all as defined in, and in such manner to qualify for exemption from income taxation under Section 1902(b)(8) of Title 30 of the Delaware Code, or under the corresponding provision of any subsequent law.

FILED
99 MAY 25 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Foreign Corporation for Authorization
to Transact Business in Florida

**Names and Addresses of Officers and Directors of
North American Timber Corp.**

A. DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>
A. D. Correll	Chairman	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Donald L. Glass	Director	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
John F. McGovern	Director	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847

B. OFFICERS

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>
A. D. Correll	Chief Executive Officer	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Donald L. Glass	President	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
John F. McGovern	Executive Vice President – Finance and Chief Financial Officer	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
James F. Kelley	Senior Vice President – Law and General Counsel	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Danny W. Huff	Vice President and Treasurer	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Kenneth F. Khoury	Vice President, Deputy General Counsel and Secretary	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>
William A. Mamrack	Vice President – Taxes	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Gary A. Myers	Vice President – Resource Management	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
James E. Terrell	Vice President and Controller	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Tyler L. Woolson	Vice President – Finance	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Erwin D. Barger, Jr.	Assistant Secretary	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Elizabeth U. Fee	Assistant Secretary	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Kimberly Dyslin Rountree	Assistant Secretary	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
Steven A. Coulter	Assistant Treasurer	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847
George G. Lang	Assistant Treasurer	c/o Georgia-Pacific Corporation 133 Peachtree Street, N.E. Atlanta, Georgia 30303-1847

FILED
 99 MAY 25 PM 1:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 "NORTH AMERICAN TIMBER CORP." 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-FIRST DAY OF MAY, A.D. 1999.

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

FILED
99 MAY 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3022814 8300

991203685

AUTHENTICATION:

9759585

DATE:

05-21-99