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RETIRED

March 5, 2002

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Riverside Paperstock of New Hampshire, Inc.**

800005312628--2  
-04/22/02--01042--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

I enclose original Articles of Merger and original Plan of Merger for filing with respect to the merger of Riverside Paperstock Co., Inc. of Florida into Riverside Paperstock of New Hampshire, Inc. I also enclose a check in the amount of \$70.00 payable to "Florida Department of State" to cover the filing fee.

Please file and record these documents. Please contact the undersigned if you need any additional information. Thank you for your cooperation in this matter.

Very truly yours,



Peter W. Bennett

PWB:jpg

cc: Martin R. Blustine, Vice President (w/enc.)

Enclosures

8084-1

FILED  
02 APR 22 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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merger  
4-22-02  
CJ

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RIVERSIDE PAPERSTOCK CO., INC. OF FLORIDA, a Florida entity, document  
K97517

INTO

**RIVERSIDE PAPERSTOCK OF NEW HAMPSHIRE, INC.**, a New Hampshire  
entity not qualified in Florida.

File date: April 22, 2002

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Riverside Paperstock of New Hampshire, Inc.      New Hampshire

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Riverside Paperstock Co., Inc. of Florida      Florida

_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 1, 2002.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 1, 2002.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Riverside Paperstock  
of New Hampshire, Inc.

Walter K. Blustein

Martin R. Blustine,  
Vice President

Riverside Paperstock  
Co., Inc. of Florida

Walter L. Blumberg

Martin R. Blustine;  
Vice President

**(Non Subsidiaries)**

**First:** The name and jurisdiction of the surviving corporation:

### Jurisdiction

**Second:** The name and jurisdiction of each merging corporation:

## Jurisdiction

**Third:** The terms and conditions of the merger are as follows:

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of the merging corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into one share of common stock, no par value, of the surviving Corporation on and as of the effective date of the merger. *(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Not applicable.

OR

Restated articles are attached:

Not applicable.

Other provisions relating to the merger are as follows:

See Agreement and Plan of Merger attached as Exhibit A.

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02 APR 22 PM 1:38  
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TALLAHASSEE, FLORIDA

EXHIBIT A  
**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated as of the 15<sup>th</sup> day of February, 2002, between Riverside Paperstock Co., Inc. of Florida, a corporation organized under the laws of the State of Florida ("Riverside-Florida"), and Riverside Paperstock of New Hampshire, Inc., a corporation organized under the laws of the State of New Hampshire ("Riverside-NH"). The two corporations are hereinafter sometimes called the "Constituent Corporations." Riverside-FL is hereinafter also sometimes referred to as the "Merged Corporation," and Riverside-NH is hereinafter also sometimes referred to as the "Surviving Corporation".

**WITNESSETH THAT:**

WHEREAS, the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that Riverside-FL be merged with and into Riverside-NH under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the State of New Hampshire and the State of Florida; and

WHEREAS, Riverside-NH by its Certificate of Incorporation has an authorized capital stock consisting of ten thousand (10,000) shares of common stock, no par value, of which one hundred (100) shares of such common stock are now issued and outstanding.

WHEREAS, Riverside-FL by its Articles of Organization has an authorized capital stock consisting of one hundred (100) shares of common stock, \$10.00 par value per share, all of which are entitled to vote, of which one hundred (100) shares of such common stock are now issued and outstanding; and

WHEREAS, the registered office of Riverside-FL in the State of Florida is located at 3469 West Boynton Beach Blvd., Boynton Beach, Florida 33426 and the registered office of Riverside-NH in the State of New Hampshire is, 111 Concord Street, Nashua, New Hampshire 03064.

NOW, THEREFORE, the Constituent Corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: Riverside-NH hereby merges into itself and Riverside-FL is merged into Riverside-NH, which shall be the Surviving Corporation. The separate existence of Riverside-FL shall cease at the effective date of the merger, except in so far as it may be continued by law or in order to carry out the purposes of this Agreement and Plan of Merger and except as continued in the Surviving Corporation.

SECOND: The Certificate of Incorporation of Riverside-NH, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the charter of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with the law.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into the shares of the Surviving Corporation shall be as follows:

(a) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of common stock, no par value, of the Surviving Corporation on and as of the effective date of the merger.

(b) After the effective date of the merger, each holder of a certificate or certificates which theretofore represented shares of common stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation except as such are expressly reserved to such stockholder by statute. After the effective date of the merger each holder of any outstanding certificate or certificates representing shares of common stock of the Merged Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive the number of shares of the Surviving Corporation on the basis provided in subsection (a) immediately above. Until so surrendered, the certificates representing the outstanding shares of the capital stock of the Merged Corporation to be converted into the capital stock of the Surviving Corporation, as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though such surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of Riverside-NH as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) The directors and officers of Riverside-NH shall remain the directors and officers of the Surviving Corporation, respectively, and shall continue in office until the next annual meeting of stockholders or directors, respectively, and until their successors shall have been elected and qualified.

(c) At and after the effective date of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and



franchises and every other interest of either of the Constituent Corporations shall be effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liability and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(d) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and of the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(e) This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as and to the extent provided by law. The merger shall take effect when any and all documents or instruments necessary to perfect the merger, pursuant to the requirements of the laws of the State of Florida and the State of New Hampshire, are accepted for filing by the appropriate office of the Commonwealth of Massachusetts and the State of New Hampshire, respectively.

(f) This Agreement and Plan of Merger may be terminated or abandoned by (a) either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the stockholders of both of the Constituent Corporations as and to the extent provided by law, or (b) the mutual consent of the Constituent Corporations, each acting by its Board of Directors, at any time after such adoption by such stockholders and prior to the effective date of the merger. In the event of such termination or abandonment, this Agreement and Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or stockholders.

(g) All corporate acts, plans, policies, approvals and authorizations of Riverside-FL, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the

effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on Riverside-FL.

(h) From the effective date of the merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement of Merger to be executed by the President of each party hereto.

Riverside Paperstock Co., Inc. of Florida

By: Martin R. Blustine  
Martin R. Blustine, Vice President

Riverside Paperstock of  
New Hampshire, Inc.

By: Martin R. Blustine  
Martin R. Blustine, Vice President