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ACCOUNT NO. : 072100000032

REFERENCE : 192688 4384006

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 285.00

ORDER DATE : April 2, 1999

ORDER TIME : 9:34 AM

ORDER NO. : 192688-010

CUSTOMER NO: 4384006

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CUSTOMER: Cindy Sullivan, Legal Asst
Dunetz Marcus Brody &
354 Eisenhower Parkway

Livingston, NJ 07039

FOREIGN FILINGS

NAME: STRATEGIC PAPER GROUP, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/7/99
Availability	XX <i>OK</i>
Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
Updater	CERTIFICATE OF GOOD STANDING
Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

CONTACT PERSON: Jeanine Reynolds

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -7 AM 11:45

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Strategic Paper Group, L.L.C.
(Name of foreign limited liability company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4037503
(FEI number, if applicable)
4. 12/7/98
(Date of Organization)
5. 12/31/23
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing hereof
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 711 Westchester Avenue, White Plains, NY 10604
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Robert T. O'Hara</u>	<u>MGR</u>	<u></u>	<u></u>
<u>711 Westchester Ave.</u>		<u></u>	
<u>White Plains, NY 10604</u>		<u></u>	
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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Strategic Paper Group,
L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 300,001 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is 99 -0- ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is 300,001 .
(This total includes amounts from 2 and 3 above.)

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X *Robert T. O'Hara*
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Robert T. O'Hara, Vice Chairman

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Strategic Paper Group, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Tabatha F. Fiorelli - Asst VP
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of New York } ss:
Department of State

I hereby certify, that STRATEGIC PAPER GROUP, L.L.C. a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 12/07/1998, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of STRATEGIC PAPER GROUP, L.L.C. was filed on 04/01/1999.

A Certificate of Affidavit of Publication of STRATEGIC PAPER GROUP, L.L.C. was filed on 04/01/1999.

The limited liability company has filed proofs of publication under section 206 of the Limited Liability Company Law.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of April
one thousand nine hundred and
ninety-nine



Special Deputy Secretary of State

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