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TRANSMITTAL LETTER

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02 FEB 18 AM 11:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FROM: American Paper Group, Inc.
One Park Place, Suite 125
621 N.W. 53rd Street
Boca Raton FL 33487

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-02/19/02--01005--003
*****70.00 *****70.00

RE: Articles of Incorporation - AMERICAN PAPER GROUP, INC.

DATE: February 13, 2002

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

xx \$70.00 or _____ \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the address set forth above.

Thank you for your assistance.

g:/Clients/Wheeler/American Paper Group, Inc./Letters/Transmittal ltr Department of State Articles of Incorporation

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**ARTICLES OF INCORPORATION
OF
AMERICAN PAPER GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **AMERICAN PAPER GROUP, INC.**

The address of the principal office of this corporation shall be One Park Place, Suite 125, 621 N.W. 53rd Street, Boca Raton, Florida 33487, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is George L. Sigalos, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are undetermined at this time.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Sonya Bernardi, One Park Place, Suite 125, 621 N.W. 53rd Street, Boca Raton, Florida 33487. SB

The undersigned has executed these Articles of Incorporation this 13 day of February, 2002.


SONYA BERNARDI, Incorporator


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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AMERICAN PAPER GROUP, INC.
2. The name and address of the registered agent and office is:

George L. Sigalos, Esquire
4800 North Federal Highway, Suite 100-D
Boca Raton, Florida 33431

February 13, 2002.


Sonya Bernardi, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

February 12, 2002.


GEORGE L. SIGALOS, Registered Agent