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Apr 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1998**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P35100 (7)

1. Corporation Name
RIVERWOOD INTERNATIONAL CORPORATION

Principal Place of Business	Mailing Address
3350 CUMBERLAND CIR. 1400 ATLANTA GA 30339 US	3350 CUMBERLAND CIR. 1400 ATLANTA GA 30339 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

3. Date Incorporated or Qualified: 08/09/1991

4. FEI Number: 84-0772929 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ■ Yes ☐ No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ____________________
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	SVP	☒ DELETE
NAME	EGAN, J.O.	
STREET ADDRESS	3350 CUMBERLAND CIR.,#1400	
CITY-ST-ZIP	ATLANTA GA	
TITLE	SVP	☒ DELETE
NAME	TATUM, W.D.	
STREET ADDRESS	3350 CUMBERLAND CIR., #1400	
CITY-ST-ZIP	ATLANTA GA	
TITLE	SVP	☒ DELETE
NAME	MCCAULEY, F.R.	
STREET ADDRESS	3350 CUMBERLAND CIR., #1400	
CITY-ST-ZIP	ATLANTA GA	
TITLE	SVP	☐ DELETE
NAME	HART, R.C.	
STREET ADDRESS	3350 CUMBERLAND CIR., #1400	
CITY-ST-ZIP	ATLANTA GA	
TITLE	SVP	☐ DELETE
NAME	ORTIZ, O.	
STREET ADDRESS	3350 CUMBERLAND CIR., #1400	
CITY-ST-ZIP	ATLANTA GA	
TITLE	AT	☐ DELETE
NAME	HANSON, CATHERINE	
STREET ADDRESS	3350 CUMBERLAND CIR., #1400	
CITY-ST-ZIP	ATLANTA GA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		☐ Change ☐ Addition
1.2 NAME	SEE ATTACHED STATEMENT	
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		☐ Change ☐ Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		☐ Change ☐ Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		☐ Change ☐ Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		☐ Change ☐ Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		☐ Change ☐ Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

CR2E034 (10/97)

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Catherine Hanson 21 April 1998 770 (644-3000)

Riverwood International Corporation
FEIN 84-0772929

Name of Officer	Address	Title
Stephen M. Humphrey	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	President, Chief Executive Officer
Robert H. Burg	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Senior Vice President, Human Resources
Robert C. Hart	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Senior Vice President, Paperboard Operations
Octavio Orta	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Senior Vice President, Coated Board Sales and Packaging Operations
Gregory J. Hollod	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Vice President, Health, Safety, and Environment
Don Tieken	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Vice President, Purchasing and Logistics
Bill H. Chastain	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Secretary
Bradford G. Ankerholz	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Vice President, Treasurer
John J. Hemrick	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Assistant Secretary
Steve M. McClary	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Assistant Secretary
Thomas M. Gannon	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Executive Vice President, Chief Financial Officer
Catherine Hanson	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Assistant Treasurer

Name of Director	Address	Title
B. Charles Ames	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Chairman of the Board
G. Andrea Botta	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Kevin J. Conway	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Alberto Cribiore	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Leon J. Hendrix, Jr.	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Hubbard C. Howe	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Stephen M. Humphrey	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Samuel M. Mencoff	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Joseph E. Parzick	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Brian J. Richmand	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director
Lawrence C. Tucker	3350 Cumberland Circle, Suite 1400, Atlanta, Georgia 30339	Director