

08/17/98 MON 12:25 FAX 904 359 8700

FOLEY & LARDNER

001

f8F&L/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:15 PM

((H98000015224 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: ~~KAREN PETERSON~~ Carolyn Snider

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: JOTAN, INC.

AUDIT NUMBER.....H98000015224

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

98 AUG 17 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

98 AUG 17 PM 12:41

DIVISION OF CORPORATIONS

Amendment

08/17/98

PC

Fax Audit No. H98000015224

**ARTICLES OF AMENDMENT
TO RESTATED ARTICLES OF INCORPORATION
OF JOTAN, INC.**

These Articles of Amendment are filed pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is Jotan, Inc.
2. Section 4.1 of the Restated Articles of Incorporation of Jotan, Inc. has been amended in its entirety to read as follows:

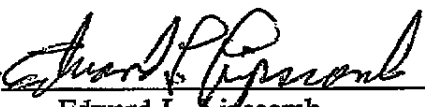
Section 4.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is one hundred fifty million (150,000,000) shares of voting common stock having a par value of one cent (\$0.01) per share, and ten million (10,000,000) shares of preferred stock having a par value of one cent (\$0.01) per share. The Board of Directors shall have the authority to establish series of the preferred stock and, by filing the appropriate Articles of Amendment with the Department of State of the State of Florida, to establish the designation of each series and the variations in rights, preferences and limitations for each series.

3. The above amendment was adopted by the Corporation's Board of Directors at a meeting held on April 8, 1998, by the holders of the Corporation's Common Stock, voting separately as a class, and by the holders of the Corporation's Common Stock and Series A Convertible Preferred Stock, voting together as a class, on July 21, 1998, at the annual meeting of shareholders. The number of votes cast for the amendment in each voting group entitled to vote thereon was sufficient for approval by that voting group.

IN WITNESS WHEREOF, Jotan, Inc., has caused these Articles of Amendment to be signed by Edward L. Lipscomb, its Vice President, Chief Financial Officer and Secretary, on this 17th day of August, 1998.

JOTAN, INC.

By


Edward L. Lipscomb
Vice President, Chief Financial Officer
and Secretary

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000
Fax Audit Number: H98000015224

FILED
98 AUG 17 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA