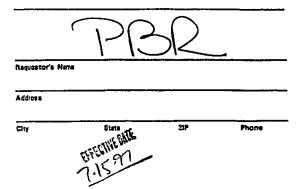
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CORPORATION(S) NAME

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 14, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: U.S. PAPER CO. Ref. Number: W97000015978

We have received your document for U.S. PAPER CO. and your check(s) totaling \$122.80. However, the enclosed document has not been filed and is being returned for the following correction(s):

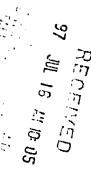
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe Document Specialist

Letter Number: 297A00035981



ARTICLES OF INCORPORATION .

u.s. Paper International Co

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is U.S. Paper International Co.

ARTICLE II

The term of the existence of the corporation is perpetual. The inception date of the corporation and the day it began operations is <u>July 15</u>, 1997.

ARTICLE III

The general purposes for which the corporation is organized it to distribute paper internationally and domestically.

ARTICLE IV

The aggregate number of shares of stock which the corporation is authorized to issue is One Hundred (100).

ARTICLE V

The street address of the initial registered office and the principal place of business of the corporation is 7700 North Kendall Drive, Suite 415 Miami, Florida 33156, and the name of the agent at such address is: LORN LEITMAN

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is TWO (2). The name and address of the person/persons who is/are to serve as initial board are;

Name |

Address

Frank O'Donnell

10010 N.W. 44 Terrace

President

Apt. #305

Miami, FL 33178

Lorn Leitman Director 8120 SW 86 Terrace Miami, FL 33144

ARTICLE VII

The name and address of the person signing these articles of incorporation is:

Name

Address

Lorn Leitman

7700 N. Kendall Drive, Suite 415

Miami, Florida 33156

T ann Y aitmean

ACCEPTANCE BY REGISTERED AGENT:

Having been name to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

- h s

STATE OF FLORIDA)

COUNTY OF DADE): SS:

Before me, the undersigned authority, personally appeared Lorn Leitman to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth

IN WITNESS WHEREOF, I have hereunto set my hand and seal this $\frac{1}{2}$ day of $\frac{1}{2}$ $\frac{1}{2$

Notary Public, State of Florida, at Large

My Commission Expires: 4/6/96

CATHERINE CORDERO
COMMISSION # CC 362199
EXPIRES APR 6,1998
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitte, in

compliance with said Act:
First - That desiring to organize under the laws of the State of Elorida with its principal office, as indicated in the articles of incorporation at City of Miami,
County of <u>Dade</u> , State of <u>Florida</u> ,
has named Lorn Leitman, (Name of Registered Agent)
located at, 7700 North Kendall Drive, Suite 415,
City of Miami County of Dade,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

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FILED
97 JUL 16 ANTI: 13
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