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ARMSTRONG & MEJER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

SUITE 1111 DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

FILED
99 NOV -9 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 8, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700003040127--0
-11/09/99-01081--001
*****35.00 *****35.00

Re: U.S. Paper International Co.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Amendment to Articles of Incorporation of U.S. Paper International Co., together with a check in the amount of \$35.00 to cover filing fee. Also enclosed is a self-addressed stamped envelope so you may mail us a stamped copy. We appreciate your consideration.

Very truly yours,


TIMOTHY J. ARMSTRONG

TJA:ea

Enclosure
liz\99LTRS\99-3314-004

Amend

V. SHEPARD NOV 18 1999

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
U.S. PAPER INTERNATIONAL CO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. Ann. §607.1006, U.S. Paper International Co., a Florida corporation, adopts the following Amendment to its Articles of Incorporation. The text of each amendment is:

ARTICLE V

The street address of the registered office of the corporation is 4650 N.W. 107th Avenue, No. 1810, Miami, Florida 33178; and the name of the agent at such address is Frank W. O'Donnell.

ARTICLE VI

The number of directors constituting the Board of Directors is one (1). The name and address of the person who is serving as the director is:


Frank W. O'Donnell
4650 N.W. 107th Avenue
No. 1810
Miami, Florida 33178

The above Articles of Amendment to Articles of Incorporation of U.S. Paper International Co. were adopted on November 4, 1999 by the sole shareholder. The number of votes cast for each amendment was sufficient for approval.

Signed this 8 day of November, 1999.

U.S. PAPER INTERNATIONAL CO.

By:


FRANK W. O'DONNELL

President and Sole Shareholder

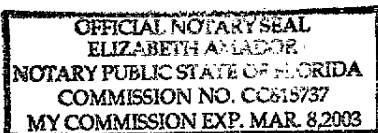
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this
8 day of November, 1999 by FRANK W. O'DONNELL, who is
personally known to me or who has produced _____ as
identification and who did (did not) take an oath, who being duly
sworn, deposes and says that he is President of U.S. PAPER
INTERNATIONAL CO., the corporation described in and which executed
the foregoing instrument; that he read and understands the
foregoing instrument; and that he acknowledges that the foregoing
instrument is the free act and deed of such corporation.

(Signature)
(Name [printed/typed/stamped])

Elizabeth Amador
Elizabeth Amador
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

FILED
99 NOV -9 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. Ann. §607.0501, U.S. Paper International Co. submits the following statement designating a successor registered agent and registered office in the State of Florida:

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

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

Frank W. O'Donnell
4650 N.W. 107th Avenue
No. 1810
Miami, Florida 33178

DATED this 8 day of November, 1999.

U.S. PAPER INTERNATIONAL CO.

By: 

FRANK W. O'DONNELL
President and Sole Shareholder

Having been named to served as registered agent and to accept service of process for the above-named corporation at the place designated in the certificate, I 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.

DATED this 8 day of November, 1999.

By: 

FRANK W. O'DONNELL