

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

HAMMERMILL PAPER COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HAMMERMILL PAPER COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to HAMMERMILL PAPER COMPANY to transact business in this State under the name HAMMERMILL PAPER COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated November 18, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Hammermill Paper Company

2. The name which it shall use in Idaho is Hammermill Paper Company

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is April 10, 1987 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Manufacture and/or sale of paper pulp, paper, lumber or products thereof

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached List</u>		

(continued on reverse)

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 2, 1987

Hammermill Paper Company
 (Corporation Name)

By [Signature]
 Its President/ Vice President *(please specify)*

and [Signature]
 Its Secretary/ Assistant Secretary *(please specify)*

STATE OF Pennsylvania)
) ss:
 COUNTY OF Erie)

I, Laura J. Hudson _____, a notary public, do hereby certify that on this 2nd day of October, 19 87, personally appeared before me R.J. Kilgore and J.B. Enders _____, who being by me first duly sworn, declared that ^{they}~~the~~ are Vice President and ~~The Assistant Secretary~~ of Hammermill Paper Company

~~that they~~ ^{they} signed the foregoing document as Vice President and Assistant Secretary of the corporation and that the statements therein contained are true.

[Signature]
 Notary Public

Laura J. Hudson, Inc.
 Erie, Erie County, Pennsylvania

Effective 8/17/87

HAMMERMILL PAPER COMPANY
Erie, Pennsylvania 16533
OFFICERS AND DIRECTORS

W. G. DeWitt	4385 Asbury Road, Erie, PA 16506	Controller
J. B. Enders	308 Glenruadh Avenue, Erie, PA 16505	Assistant Secretary Associate General Counsel
J. A. Georges	375 Canoe Hill Rd., New Canaan, CT 06840	Director and Chairman of the Board
T. C. Guelcher	455 Glenwood Boulevard, Erie, PA 16509	Treasurer
R. J. Kilgore	2612 Lakeside Drive, Erie, PA 16511	Senior Vice President, Secretary and General Counsel
R. M. Ludwig	1430 W. Persimmon Ln., Fairview, PA 16415	Vice President
E. J. Lukaszewski	1933 Lakeside Drive, Erie, PA 16511	Assistant Vice President
W. C. McClelland	242 Old Mill Road, Erie, PA 16505	President and Chief Executive Officer and Director
J. P. Melican	17 Turtleback Lane W., New Canaan, CT 06840	Senior Vice President
R. A. Reeves	415 Ridgeview Drive, Erie, PA 16505	Vice President
J. H. Speice	4415 Briggs Avenue, Erie, PA 16504	Assistant Vice President
J. S. Stolley	4711 Wolf Road, Erie, PA 16505	Senior Vice President
A. Wallace	12 Oak Lane, Scarsdale, NY 10583	Assistant Secretary
D. I. J. Wang	2 East End Ave., Apt. 1A, NY, 10583 (week) 26 Deepwater Way, City Is., NY 10464 (w/e)	Director



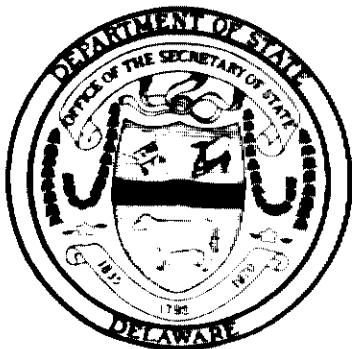
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HAMMERMILL PAPER COMPANY IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11450851

DATE: 11/02/1987