

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

RIVERWOOD INTERNATIONAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RIVERWOOD INTERNATIONAL CORPORATION 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 RIVERWOOD INTERNATIONAL CORPORATION to transact business in this State under the name RIVERWOOD INTERNATIONAL CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated August 7, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
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 Riverwood International Corporation

2. The name which it shall use in Idaho is _____

(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 9-22-78 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, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 717 17th Street, Denver, Colorado 80202

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Manufacturing & sale of packaging, paperboard and wood products
and all other lawful purposes.

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

Name	Office	Address
	RIDER ATTACHED	

(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: July 30, 1991

Riverwood International Corporation

(Corporation Name)

By T.H. Johnson
 T. H. Johnson Its President/Vice President (please specify)
 and R. B. Von Wald
 R. B. Von Wald Its Secretary/Assistant Secretary (please specify)

STATE OF Colorado)
) ss:
 COUNTY OF Denver)

I, Marie J. Dorscheid, a notary public, do hereby certify that on this 30th day of July, 19 91, personally appeared before me T. H. Johnson, who being by me first duly sworn, declared that (s)he is the President of Riverwood International Corporation

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Seal
 My Commission Expires: June 22, 1994

Marie J. Dorscheid
 Notary Public
 Name: Marie J. Dorscheid

OFFICERS AND DIRECTORS
OF
RIVERWOOD INTERNATIONAL CORPORATION

<u>NAME</u>	<u>ADDRESS</u>
W.T. Stephens, Director, Chairman of the Board	Manville Corporation 717 17th Street Denver, Colorado 80202
T.H. Johnson, President & Director	Riverwood International Corporation 100 Cumberland Circle, Suite 1600 Atlanta, Georgia 30339
F.R. McCauley, Chief Financial Officer & Director	Riverwood International Corporation 100 Cumberland Circle, Suite 1600 Atlanta, Georgia 30339
W.I. Morrow, Executive Vice President & Director	Riverwood International Corporation 1000 Jonesboro Highway West Monroe, Louisiana 71292
G.W. Pichon, Executive Vice President & Director	Riverwood International Corporation 100 Cumberland Circle, Suite 1600 Atlanta, Georgia 30339
C.S. Clark, Vice President & Director	Riverwood International Corporation 1000 Jonesboro Highway West Monroe, Louisiana 71292
R.C. Hart, Vice President & Director	Riverwood International Corporation 1000 Jonesboro Highway West Monroe, Louisiana 71292
R.L. Hammons, Vice President	Riverwood International Corporation 1000 Jonesboro Highway West Monroe, Louisiana 71292
O. Orta,, Vice President	Riverwood International Corporation 100 Cumberland Circle, Suite 1600 Atlanta, Georgia 30339

R.G. Sanches, Vice
President

Manville Productors Florestais LTDA
AV. Brigadeiro Luiz Antonio 4531 01401
01401 - Sao Paulo S.P. Brazil

J.B. Caverlee, Controller

Riverwood International Corporation
100 Cumberland Circle, Suite 1600
Atlanta, Georgia 30339

C.V. Draper, Treasurer

Manville Corporation
717 17th Street
Denver, Colorado 80202

R.B. Von Wald, Secretary
& Director

Manville Corporation
717 17th Street
Denver, Colorado 80202

C.B. Tome, Assistant
Treasurer

Manville Corporation
717 17th Street
Denver, Colorado 80202

J.J. Spangenberg,
Assistant Treasurer

Manville Corporation
717 17th Street
Denver, Colorado 80202

C.W. Wilson, Assistant
Treasurer

Manville Corporation
717 17th Street
Denver, Colorado 80202

B.H. Chastain, Assistant
Secretary

Riverwood International Corporation
1000 Jonesboro Highway
West Monroe, Louisiana 71292

J.J. Henrick, Assistant
Secretary

Riverwood International Corporation
1000 Jonesboro Highway
West Monroe, Louisiana 71292

M.A. Krawchuk, Assistant
Secretary

Manville Corporation
717 17th Street
Denver, Colorado 80202



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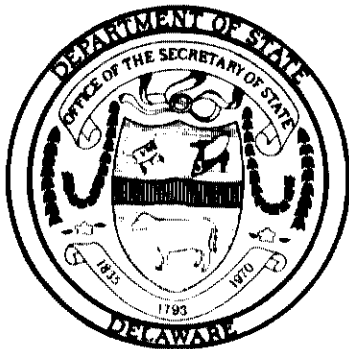
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY RIVERWOOD INTERNATIONAL CORPORATION 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3129684

DATE: 08/01/1991