

JAMES RIVER-DIXIE-NORTHERN, INC.

Articles of Serial Designation
for the

Series AA \$5.85 Cumulative Exchangeable Preferred Stock
(\$45 par value)

A. The name of the Corporation is James River-
Dixie Northern, Inc.

B. The following resolution, setting forth the designation
and number of shares of a series of Preferred Stock of the
Corporation and the relative rights and preferences thereof, to
the extent such variations are permitted by the Corporation's
Articles of Incorporation, was duly adopted by the Board of
Directors of the Corporation at a meeting held on June 28, 1922:

Resolved, that \$45.85 authorized but unissued shares of
Preferred Stock (\$45 par value) be hereby designated as a new
series of Preferred Stock to be called the Series AA \$5.85
Cumulative Exchangeable Preferred Stock (the "Series AA Preferred
Stock"), with the following voting powers, rights and preferences:

1. Dividends

a. The holders of the outstanding shares of Series
AA Preferred Stock shall be entitled to receive, if, when and
as declared by the Board of Directors of the Corporation, out
of any funds legally available therefor, cash dividends at the
rate and payable on the dates hereinafter set forth. The rate
of dividends payable on the shares of Series AA Preferred Stock

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shall be \$1.50 per share per annum and no more. Dividends shall be payable in equal quarterly installments on the first day of January, April, July and October of each year, commencing, in the case of any share of Series AA Preferred Stock, on that dividend payment date which next follows the issuance thereof. Dividends shall be cumulative and arrears on the Series AA Preferred Stock from and after the date of issuance. Dividends payable on the first dividend payment date following issuance and on the date fixed for any redemption of shares of Series AA Preferred Stock pursuant to Section 3 hereof shall be paid on the first day of January, April, July or October, shall be calculated on the basis of a 360-day year and the actual number of days elapsed since the issuance.

(b) No dividend whatsoever shall be declared or paid upon or on any account set apart for the payment of dividends upon any shares of Equity Stock for any dividend period unless a like proportionate dividend for the same dividend period (proportionately in proportion to the respective annual dividend amounts) shall have been declared and paid upon, or declared and a sufficient sum set apart for the payment of such dividend upon, all shares of Series AA Preferred Stock outstanding.

(c) Unless or all sinking fund payments as then required to have been made in accordance with Section 5 hereof, and all mandatory redemption payments as then required to have been made in accordance with paragraphs (a) and (b) of Section 3 hereof, have been made (y) full dividends for the extent that

the amount thereof shall have become determinable) on all outstanding shares of Series A Preferred Stock and any outstanding shares of Parity Stock due for all past dividend periods shall have been declared and paid, or declared and a sum sufficient for the payment thereof set apart; and (2) full dividends (to the extent that the amount thereof shall have become determinable) on all outstanding shares of such stock due on the respective next following payment dates shall have been declared and a sum sufficient for the payment thereof set apart. Then (1) no dividend (other than a dividend payable solely in Junior Stock of the Corporation) shall be declared or paid upon, or any sum set apart for the payment of dividends upon, any shares of Parity Stock or Junior Stock, and no other declaration shall be made upon any shares of Parity Stock or Junior Stock, until no shares of Parity Stock or Junior Stock shall be made or declared or otherwise acquired for value by the Corporation or by any subsidiary, nor any monies shall be paid into or set apart or made available for a sinking or other like fund for the purchase, redemption or other acquisition for value of any shares of Parity Stock or Junior Stock by the Corporation or any subsidiary.

2. VOTING RIGHTS

(a) Except for the voting rights expressly conferred by this Section 2 and except as otherwise provided by law, the holders of shares of Series A Preferred Stock shall not be entitled to vote on any matter or to receive notice of or to

participate in any meeting of stockholders of the Corporation at which the holders of shares of Series AA Preferred Stock are not entitled to vote.

(b) The affirmative vote or consent of the holders of more than sixty-six and two-thirds percent (66-2/3%) of the outstanding shares of Series AA Preferred Stock, voting separately as a class, shall be necessary to effect any one or more of the following:

(i) Any amendment, alteration or repeal of any of the provisions of this resolution, or any of the other provisions of the Articles of Incorporation, that adversely affects the present rights or preferences of any of the outstanding shares of Series AA Preferred Stock or the holders thereof (it is expressly stated that an increase in the number of directors of the Corporation is not such an adverse effect, provided that this statement is made as a matter of clarification and shall not be read as implying that if it were absent such an increase would constitute such an adverse effect).

(ii) The authorization of, or the increase in, the authorized number of shares of shares of any class ranking prior to or on a parity with the Series AA Preferred Stock.

(iii) The issuance of any additional shares of the Series AA Preferred Stock.

any right or interest in the Corporation with Series B or any Series other than Series AA Preferred Stock are equal in number to the shares of Series AA Preferred Stock and are identical thereto in all respects except that the par value of such Series B or any other series of the shares of Series AA Preferred Stock and such series or any series with any class or series of the shares of the Corporation then or hereafter outstanding

10. The holders of the shares of Series AA Preferred Stock shall also have the right, voting separately as a class, to elect two members of the Board of Directors of the Corporation at any time and on more or less than a majority of any shares of Series AA Preferred Stock shall be in arrears and unpaid in whole or in part, whether or not declared and whether or not any such shall be or have ever legally become due for payment thereof. In such event, unless a regular meeting of the stockholders of the Corporation is to be held within 60 days thereof for the purpose of electing Directors, the Corporation shall promptly thereafter cause the number of Directors of the Corporation to be increased by two and within 30 days thereafter, shall call a special meeting of the holders of the outstanding shares of Series AA Preferred Stock for the purpose of electing two Directors to take place at the time and place of the meeting of the meeting, and no more than ten days after such meeting, the person so entitled to elect two Directors shall be entitled to elect two Directors.

nor more than 50 days after the date on which such notice is mailed. If such special meeting shall not have been so called by the Corporation, or such regular meeting shall not be so held, a special meeting may be called for such purpose at the expense of the Corporation by the holders of not less than 10% of the outstanding shares of Series AA Preferred Stock; and notice of any such special meeting shall be given by the person or persons calling the same to the holders of the outstanding shares of the Series AA Preferred Stock by first-class mail, postage prepaid, at their last addresses as shall appear on the stock transfer records of the Corporation. At any such special meeting the holders of the outstanding shares of Series AA Preferred Stock, voting as a single class with each share having one vote, shall elect two members of the Board of Directors of the Corporation. If a regular meeting of the stockholders of the Corporation for the purpose of electing Directors is to be held within 60 days after the time the holders of the outstanding shares of Series AA Preferred Stock become so entitled to elect two Directors, then the holders of the outstanding shares of Series AA Preferred Stock shall be given notice thereof in the same manner as other stockholders of the Corporation entitled to vote thereat; and at such regular meeting, the holders of the outstanding shares of Series AA Preferred Stock on the applicable record date, voting as a single class with each share having one vote, shall elect two members of the Board of Directors. The right of the holders of the Series AA Preferred Stock, voting separately as a class to elect two members of the Board of Directors of the Corporation

shall continue until such time as no dividends on any outstanding shares of Series AA Preferred Stock are in arrears and unpaid, in whole or in part, at which time (i) the voting power of the holders of the outstanding shares of Series AA Preferred Stock as to elect two directors shall cease, but always subject to the provisions of this paragraph (c) for the vesting of such voting power upon the occurrence of each and every late arrears of dividends; and (ii) the term of office of each member of the Board of Directors who was elected pursuant to this paragraph (a) shall automatically expire.

10. Redemption

(a) The Corporation may, at its option and at any time and from time to time, redeem all or any part of the outstanding shares of Series AA Preferred Stock, and shall on July 1, 1991, redeem any and all then outstanding shares of Series AA Preferred Stock, in any case, at a redemption price of \$45 per share plus dividends accrued to the date of redemption.

(b) In the event the Corporation ceases to be a subsidiary of James River Corporation of Virginia (James River) through (i) sale or other disposition by James River of all securities of the Corporation held by it, (ii) any merger or consolidation of James River with another entity, except a merger in which James River is the surviving corporation, (iii) acquisition by a third party of all or substantially all of James River's assets, (iv) the liquidation, dissolution or winding up of James River, or (v) any merger or consolidation of the

Corporation with any entity other than James River or a subsidiary of James River, the Corporation shall redeem all of the outstanding shares of Series AA Preferred Stock at a price of \$45 per share plus Dividends Accrued to the date of redemption provided, however, that the Corporation shall make such redemption only upon demand of sixty-six and two-thirds percent (66-2/3%) of the shares of Series AA Preferred Stock then outstanding. The Corporation shall fix a date for redemption pursuant to this paragraph (b) which date shall be not less than 45 nor more than 60 days after receipt of such demand.

(c) It shall be the duty of the Corporation to ensure that all of the outstanding shares of Series AA Preferred Stock are to be redeemed not more than 60 days prior to the date fixed for redemption. The Corporation shall select the shares to be redeemed. The Corporation shall allocate the total number of shares to be redeemed among the holders thereof in proportion as nearly as may be to the number of shares registered in their respective names. In any such proportion the Corporation shall make such adjustments, reallocations and eliminations as it shall deem proper by increasing or decreasing or eliminating the number of shares to be redeemed which would be allocable to any one holder on the basis of exact proportion, not more than ten shares to the end that the number of shares so allocated shall be integral multiples of 10 shares.

(d) Not less than 30 nor more than 60 days prior to the date fixed for any redemption pursuant to paragraph (a) or (b) of this Section 3, notice of redemption shall be given by first class mail, postage prepaid, to the holders of record of the outstanding shares of the Series AA Preferred Stock to be redeemed at their last addresses as shown by the Corporation's stock transfer records. The notice of redemption shall set forth the number of shares to be redeemed, the date fixed for redemption, the cash or other redemption price or prices, and the place or places where certificates representing shares to be redeemed may be surrendered. It must state that all outstanding shares are to be redeemed, the notice of redemption shall also set forth the number of the certificates representing shares to be redeemed and it must state that all shares represented by any such certificates are to be redeemed. The number of shares represented by such certificates to be redeemed.

(e) If notice of redemption of any outstanding shares of Series AA Preferred Stock shall have been duly mailed as hereinabove provided, on or before the date fixed for redemption, the Corporation shall deposit in cash funds sufficient to pay the redemption price of such shares in trust for the benefit of the holders of shares to be redeemed with any bank or trust company in the City of Baltimore, State of Maryland, or in New York City and State of New York, having capital and surplus aggregating at least \$5,000,000, as of the date of the deposit, a report of financial condition, named as such bank or trust company, to the redemption of the shares so called for redemption.

surrender for cancellation of the certificates representing shares so redeemed. From and after the time of such deposit all shares for the redemption of which such deposit shall have been made shall, whether or not the certificates therefor shall have been surrendered for cancellation, be deemed no longer to be outstanding for any purpose, and all rights with respect to such shares shall thereupon cease and determine except (i) the right to receive payment of the redemption price, but without interest, and (ii) in the case of any such deposit before the date fixed for redemption, the right to exchange such shares into shares of James River Common Stock, which exchange right shall continue to be exercisable before, on or after, the date fixed for redemption. Any interest earned or funds accumulated shall be paid to the Corporation from time to time. Any funds so deposited and accumulated at the end of five years from the date fixed for redemption shall be repaid to the Corporation free of trust, and the holders of the shares called for redemption who have not surrendered certificates representing such shares prior to such repayment shall be deemed to be unsecured creditors of the Corporation for the amount of the redemption price (including Dividends Accrued to the date fixed for redemption) thereof and shall look only to the Corporation for payment thereof, without interest, subject to the laws of the State of Virginia.

(f) The Corporation shall also have the right to acquire outstanding shares of Series A1 Preferred Stock otherwise than by redemption pursuant to paragraph (a) of this Section 3 from

time to time for such consideration as may be acceptable to the holders thereof; provided, however, that if full dividends on all the outstanding shares of Series AA Preferred Stock for all past dividend periods shall not have been declared and paid or declared and a sum sufficient for the payment thereof set apart, and the dividend payable thereon on the next following payment date shall not have been declared and a sum sufficient for the payment thereof set apart, the Corporation shall not so acquire any shares of Series AA Preferred Stock except in accordance with a purchase offer made on the same terms to all the holders of the outstanding shares of Series AA Preferred Stock.

(g) Shares of Series AA Preferred Stock purchased, received or otherwise acquired by the Corporation may not thereafter be disposed of by the Corporation as shares of Series AA Preferred Stock, but, upon assent by the State Corporation Commission of Virginia or any successor thereof of a Certificate of Reduction, such shares shall become authorized and unissued shares of Preferred Stock which may be designated as shares of any other series. No additional shares of Preferred Stock, however, may be classified as Series AA Preferred Stock.

4. Unissued Shares.

Upon completion of the original issuance of the Series AA Preferred Stock, any authorized but unissued shares of Series AA Preferred Stock shall be subject to issuance to any person other than the original holder and, upon issuance of a Certificate of

Resolution by the State Corporation Commission of Virginia or any successor thereto, shall become authorized and unissued shares of preferred stock which may be designated as shares of any other series.

5. Liquidation.

In the event of liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of the Series AA Preferred Stock then outstanding shall be entitled to be paid or taken out of the net assets of the Corporation, including its capital, a liquidation payment of \$45 per share plus, in each case, dividends accrued to the date of payment and no more, before any distribution or payment shall be made to the holders of shares of Senior Stock and after payment to the holders of the outstanding shares of Senior AA Preferred Stock of the amounts to which they are respectively entitled, the balance of such assets, if any, shall be paid to the holders of Senior Stock according to their respective rights. For the purposes of the preceding sentence, neither the consolidation of the Corporation with any other corporation or the merger of the Corporation into any other corporation nor the sale, lease or other disposition of all or substantially all of the Corporation's properties and assets shall, without further corporate action, be deemed a liquidation, dissolution or winding up of the affairs of the Corporation. In case the net assets of the Corporation are insufficient to pay in full all of the outstanding shares of Series AA Preferred Stock, the amount of the

to which they are respectively entitled, the entire net assets of the Corporation remaining shall be distributed ratably to the holders of the outstanding shares of Series AA Preferred Stock in proportion to the full amounts to which they are respectively entitled.

6. Sinking Fund

Subject to the restrictions contained in Section 1 hereof on the first day of July, 1988, 1989, 1990, 1991, 1992, 1993, and 1994 the Corporation shall pay into a sinking fund an amount computed by multiplying \$45 by an amount equal to 12.5% of the number of shares of the original issue of Series AA Preferred Stock provided that if after such original issue additional shares of the Series AA Preferred Stock shall be issued to the original holder of the shares originally issued, all such amounts to be paid into such sinking fund shall be recomputed based upon 12.5% of the aggregate of shares originally issued and such additional shares. All funds paid into such sinking fund shall be promptly applied to redeem all or a part of the shares of the Series AA Preferred Stock then outstanding which shares shall be selected pro rata or by lot or in such other equitable manner as the Board of Directors shall designate at a price equal to \$45 per share (plus dividends accrued) to the date of an such sinking fund payment. No interest shall accrue for the benefit of the holders of the Series AA Preferred Stock on any amounts paid into the sinking fund. Payments to and from the sinking fund shall be made in the same manner as other redemption payments hereinbefore

described in Section 3 and notice of sinking fund payments shall be given the holders of shares of the Series AA Preferred Stock in the same manner as notices of redemption are required for such other redemption payments.

7. Preference.

The Series AA Preferred Stock will be junior with respect to dividends or rights in liquidation, dissolution or winding up of the affairs of the Corporation to any other forms of the Corporation's equity capital except Junior Stock and Parity Stock.

8. Definitions.

For the purpose of this resolution, the word "corporation" shall be deemed to include corporations, associations, companies and business trusts and, unless the context otherwise requires the following terms shall have the following meanings:

"Capital Stock" means any capital stock of any class or series (however designated) of the Corporation.

"Common Stock" means the Common Stock of the Corporation (\$10 par value), the voting powers, rights and preferences of which are set forth in the Articles of Incorporation of the Corporation.

"Dividends Accrued" means, with respect to any shares of Series AA Preferred Stock, an amount equal to the dividends thereon at the dividend rate per share provided from the date of issuance to the date to which reference is made, whether such amount is

any part thereof shall have been declared as dividends and whether there shall be or have been any funds out of which such dividends might legally be paid, less the amount of dividends declared and paid thereon and, if any dividends thereon have been declared but not paid, the amount set apart for the payment of such dividends.

"Junior Stock" means, at any time, any Capital Stock ranking as to dividends or rights in liquidation, dissolution or winding up of the affairs of the Corporation junior to Series A1 Preferred Stock.

"Parity Stock" means, at any time, any Capital Stock ranking as to dividends or rights in liquidation, dissolution or winding up of the affairs of the Corporation equally with the Series A1 Preferred Stock.

"Subsidiary" means any corporation a majority of the outstanding Voting Stock of which is owned, directly or indirectly, by the Corporation (or James River, if the context so indicates) and one or more Subsidiaries. For this purpose "Voting Stock" means stock of any class or classes (however designated, having ordinary voting power for the election of a majority of the members of the board of directors (or other governing body) of such

corporation, other than stock having such powers only by reason
of the happening of a contingency.

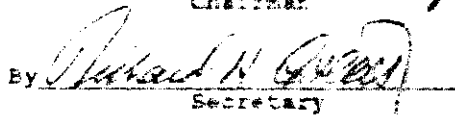
June 28, 1982

JAMES RIVER-DIXIE NORTHERN, INC.

By


Chairman

By


Secretary

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

June 30, 1982

The accompanying articles having been delivered to the State Corporation Commission on behalf of

James River-Foster/Fortherm, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that the CERTIFICATE OF SERIAL DESIGNATION

be issued and that the articles together with the articles be admitted to record in the office of the Commission, and that the corporation have the benefits conferred as it by law in accordance with the articles subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas F. H. H. H. H.
(Commissioner)

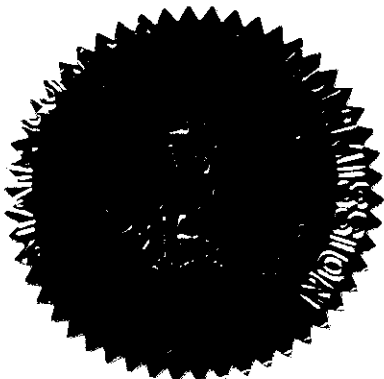
Commonwealth of Virginia



State Corporation Commission

I, George M. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of a Certificate of Serial Designation issued June 30, 1982, to James River-Dixie/Northern, Inc. _____

In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 20th day of July A. D. 1982



George M. Bryant, Jr.
First Assistant Clerk of the Commission