

State of New York }
Department of State } ss:

Bk3017 Pg191 #1223
01-25-2001 @ 10:30a

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JAN 17 2001



Special Deputy Secretary of State

CRK

COUNTY

F 001227000200

CERTIFICATE OF MERGER

OF

CHAMPION INTERNATIONAL CORPORATION

INTO

INTERNATIONAL PAPER COMPANY

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

International Paper Company pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1 The name of the constituent corporations to be merged are Champion International Corporation, a corporation of the State of New York, and International Paper Company, a corporation of the State of New York.

2 The name of the subsidiary corporation to be merged is Champion International Corporation, which was formed by consolidation on April 28, 1937 under the name United States Plywood Corporation.

3 The name of the surviving corporation is International Paper Company, the certificate of incorporation of which was filed on June 23, 1941 under the name International Paper and Power Corporation.

4 The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

Name of Subsidiary	Designation and Number of Outstanding Shares
Champion International Corporation	100 common shares

5 The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

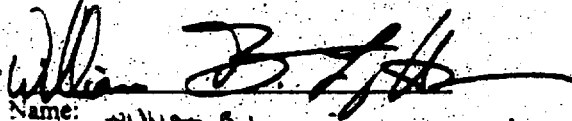
DEC 22 '00 09:51AM I P SECRETARYS DEPT

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6. The effective date of the merger herein certified shall be the 31st day of December, 2000.

IN WITNESS WHEREOF, I have duly executed this Certificate and affirm that the statements contained herein are true under the penalties of perjury this 28th day of December, 2000.

INTERNATIONAL PAPER COMPANY



Name: William B. Lyman
Title: Senior Vice President

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CERTIFICATE OF MERGER
OF

CHAMPION INTERNATIONAL CORPORATION
INTO

INTERNATIONAL PAPER COMPANY

Section 905 of the Business Corporation Law

Eiler: International Paper Co.
2 Manhattanville Road
Purchase, NY 10577
Dust. Ref #942479CST

DRAWDOWN

1-ee
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 27 2000

TAX \$

BY: JW

NEW YORK

Attest: Warren Winslow
August 1st

001227000149

HANCOCK COUNTY