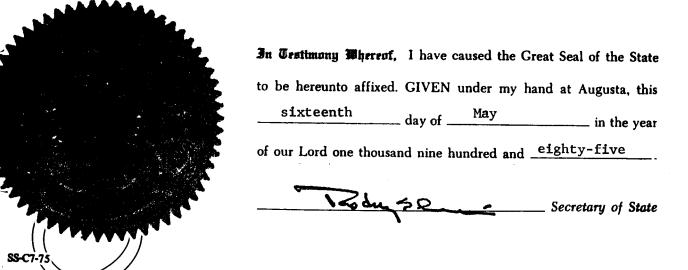
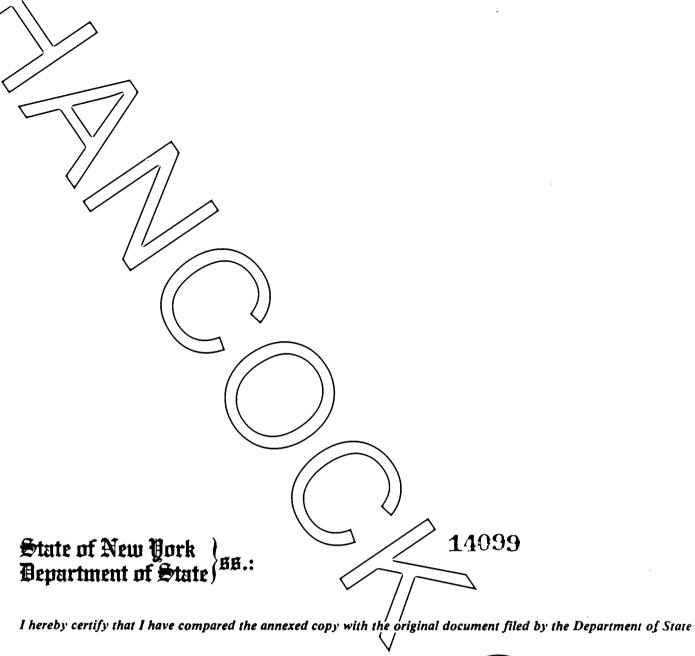
## 4655 State of Maine

## Department of State

I, the Secretary of State of the State of Maine, do hereby Certify that the paper to which this is attached is a true copy from the records of this office.





and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAR

Secretary of State

380507-004 (10/84)



CERTIFICATE OF MERGER

OP

ST. REGIS CORPORATION

INTO

CHAMPION INTERNATIONAL CORPORATION

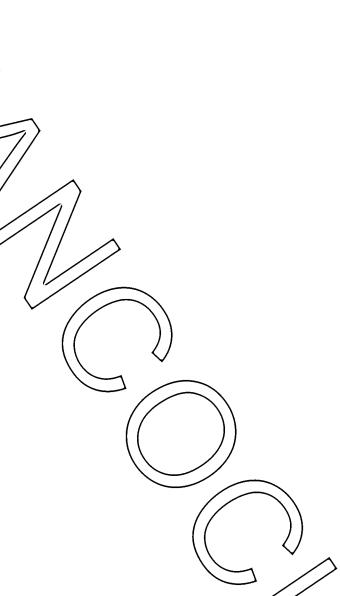
UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, the undersigned, Philip R. O'Connell and Laurie Cawley, being respectively a Senior Vice President and an Assistant Secretary of Champion International Corporation, the surviving corporation, hereby certify as follows:

1. Champion International Corporation, a corporation of the State of New York and the surviving corporation. Owns all of the outstanding shares of Common Stock, \$1.00 par value, of St.

Regis Corporation, a corporation of the State of New York and the subsidiary corporation. The name under which Champion

International Corporation was formed was United States Plywood Corporation. The name under which St. Regis Corporation was formed was St. Regis Paper Company.



2. As to the subsidiary corporation, the designation and number of outstanding shares and the number of such shares owned by the surviving corporation are as follows:

Name of Subsidiary

St. Regis Corporation Designation and Number of Outstanding Shares

1,000 shares of Common Stock, \$1.00 par value

Number of Shares
Owned by Survivor

1,000

3. The certificate of consolidation forming Champion International Corporation (then named United States Plywood Corporation), the surviving corporation, was filed by the Department of State on the 28th day of April, 1937.

The certificate of incorporation of St. Regis Corporation (then named St. Regis Paper Company) was filed by the Department of State on the 4th day of February, 1899.

4. The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.

5. The merger shall be effective on the filing of this certificate of merger by the Department of State.

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6. The plan of liquidation by merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 28th day of January, 1985.

CHAMPION INTERNATIONAL CORPORATION

Philip R. O'Connell Senior Vice President

Laurie Cawley Assistant Secretary

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CERTIFICATE OF MERGER OF LIST, REGIS CORPORATION INTO CHAMPION INTERNATIONAL CORPORATION CHAMPION INTERNATIONAL CORPORATION SECRETARY OF STATE 540002F 460006F HANCOCK, SS REC D MXY 21, 1985 at 8h. 50m. A.M. and entered by REGISTER