

State of Delaware

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Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"IP MAINE FORESTS L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SP FORESTS L.L.C." UNDER THE NAME OF "SP FORESTS L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF MARCH, A.D. 2001, AT 10 O'CLOCK A.M.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1044283

DATE: 03-26-01

**CERTIFICATE OF MERGER**

**OF**

**IP MAINE FORESTS L.L.C.**

**WITH AND INTO**

**SP FORESTS L.L.C.**

In accordance with Section 18-209(c) of the Delaware Limited Liability Company Act (the "LLC Act"), the undersigned limited liability company hereby adopts the following Certificate of Merger:

1. IP Maine Forests L.L.C., a Delaware limited liability company ("IP Maine"), is merging with and into SP Forests L.L.C., a Delaware limited liability company (SP Forests") (IP Maine and SP Forests being collectively called the "Merging Entities").

2. An Agreement of Merger has been approved and executed by each of the Merging Entities in accordance with Section 18-209(c)(2) of the LLC Act.

3. SP Forests shall be the surviving entity of the merger.

4. The Certificate of Formation of SP Forests shall be the Certificate of Formation of the Surviving Entity.

5. The executed Agreement of Merger is on file at an office of the Surviving Entity whose address is:

SP Forests L.L.C.  
c/o International Paper Company  
2 Manhattanville Road  
Purchase, NY 10577  
Attention: General Counsel

6. An executed copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any of the Merging Entities.

[signature pages follow]

This Certificate of Merger shall become effective on March 26, 2001.

**SP FORESTS L.L.C.**



By: Robin Richerson  
Title: Vice President

HANCOCK COUNTY

SP Forests Certificate of Merger.DOC

HANCOCK COUNTY

③ Pierce hio  
77 Winthrop st  
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04330-5552