

CERTIFICATE OF OWNERSHIP AND MERGER

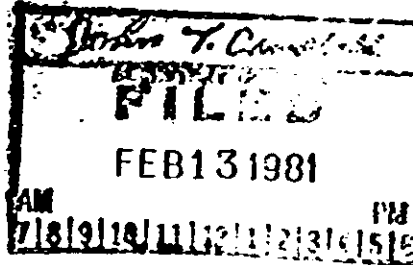
of
SLEY CATAWBA TIMBER COMPANY
(a Delaware corporation)

into

BOWATER CAROLINA CORPORATION
(a Delaware corporation)

under

Section 253 of the Delaware General Corporation Law



#3631
45.00
D.N. 14549
2-13-81

Bowater Carolina Corporation (the "Corporation") hereby certifies that:

1. The Corporation was incorporated on June 12, 1956 pursuant to the General Corporation Law of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of Catawba Timber Company, a corporation incorporated on March 20, 1957 pursuant to the General Corporation Law of the State of Delaware.

3. On December 17, 1980, the Board of Directors of the Corporation by unanimous written consent adopted the following resolutions to merge Catawba Timber Company into the Corporation, such merger to become effective December 31, 1980:

RESOLVED, that Catawba Timber Company, a wholly owner subsidiary of the Corporation, be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Catawba Timber Company be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Catawba Timber Company; and further

RESOLVED, that the Corporation shall be the surviving Corporation and shall assume all of the obligations of Catawba Timber Company; and further

MAY 18 1982

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

John T. Campbell
SECRETARY OF STATE OF SOUTH CAROLINA

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