

S.C.

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CERTIFICATE OF OWNERSHIP AND MERGER

of

BOWATER CAROLINA CORPORATION  
and  
BOWATER SOUTHERN PAPER CORPORATION  
(Delaware corporations)  
and  
EAST HIGHLANDS COMPANY  
(a Tennessee corporation)

into

BOWATER INCORPORATED  
(a Delaware corporation)

under

Section 253 of the Delaware General Corporation Law

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

1. The Corporation was incorporated on August 28,  
1964 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 Bowater Carolina Cor-  
poration, a corporation incorporated on June 12, 1956  
pursuant to the General Corporation Law of the State of  
Delaware.

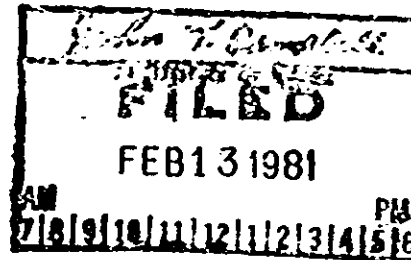
3. The Corporation is also the owner of all of  
the outstanding shares of the stock of Bowater Southern  
Paper Corporation, a corporation incorporated on July 20,  
1951 pursuant to the General Corporation Law of the State  
of Delaware.

Date 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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