

I, EDWARD J. FREEL, 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:

"PLAINWELL PAPER COMPANY", A MICHIGAN CORPORATION, WITH AND INTO "PLAINWELL INC." UNDER THE NAME OF "PLAINWELL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8954902

DATE: 03-05-98

TRADEMARK
REEL: 1822 FRAME: 0836

CERTIFICATE OF MERGER
OF
PLAINWELL PAPER COMPANY

(A Michigan corporation)

with and into

PLAINWELL INC.

(A Delaware corporation)

In accordance with the Provisions
of Section 252 of the General Corporation Law
of the State of Delaware

PLAINWELL INC., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge PLAINWELL PAPER COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Michigan ("Plainwell Paper"), with and into itself (the "Merger"), pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), DOES HEREBY CERTIFY as follows:

FIRST: That the names and states of formation and organization of each constituent entity of the Merger are as follows:

<u>NAME</u>	<u>STATE OF FORMATION AND ORGANIZATION</u>
PLAINWELL INC.	Delaware
Plainwell Paper Company	Michigan

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with the requirements of subsection (c) of Section 252 of the DGCL.

THIRD: That the name of the surviving entity is:

PLAINWELL INC.

FOURTH: That the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the Certificate of Incorporation of the Corporation shall be amended to amend Article Four to read as follows:

ARTICLE FOUR

The total number of shares which the Corporation shall have the authority to issue is One Thousand Five Hundred (1,500) shares, all of which shall be shares of Common Stock, with a par value of \$0.01 (One Cent) per share.

SIXTH: That anything herein or elsewhere to the contrary notwithstanding, the Merger may be amended or terminated and abandoned by the Board of Directors of the Corporation or Plainwell at any time prior to the date of filing this Certificate of Merger with the Secretary of the State of Delaware.

SEVENTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Corporation, 200 Allegan Street, Plainwell, Michigan 47080 and

that a copy of such agreement will be furnished by the Corporation, upon request and without cost, to any stockholder or partner, as the case may be, of either constituent entity.

EIGHTH: That the authorized capital stock of each foreign corporation which is a party to the Merger is as follows:

<u>CORPORATION</u>	<u>CLASS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Plainwell Paper Company	Common	500	\$1.00 par value per share

NINTH: That the effective date of the Merger is March 6, 1998.

* * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent entities, pursuant to the DGCL, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 5th day of March, 1998.

PLAINWELL INC

By: 

Name: William L. New

Title: President

PLAINWELL PAPER COMPANY
CONSENT IN LIEU OF SPECIAL
MEETING OF BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of Plainwell Paper Company, a Michigan corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors of the Corporation, hereby take the following actions and adopt the following resolutions by unanimous written consent pursuant to the Business Corporation Act of the State of Michigan:

AGREEMENT AND PLAN OF MERGER (DELAWARE)

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger (the "Delaware Merger Agreement") by and between the Corporation and PLAINWELL INC., a Delaware corporation ("PLAINWELL"), substantially in the form of the draft thereof which has been reviewed by the undersigned, and the Corporation's performance of its obligations under the Delaware Merger Agreement, including, without limitation, the merger of the Corporation with and into PLAINWELL, are hereby, in all respects, approved,

FURTHER RESOLVED, that the Corporation submit the Delaware Merger Agreement to the sole stockholder of the Corporation for its consideration and approval,

FURTHER RESOLVED, that, upon approval of the Delaware Merger Agreement by the sole stockholder of the Corporation, each of the the President, any Vice President, the Chief Financial Officer, the Secretary and any Assistant Secretary of the Corporation (collectively, the "Proper Officers") are hereby authorized, empowered and directed, acting alone or with one or more other Proper Officers, to execute and deliver the Delaware Merger Agreement in the name and on behalf of the Corporation, and to execute, deliver and file a Certificate of Merger (and any all additional documents in connection therewith) with the Secretary of State of the State of Delaware.

CERTIFICATE OF MERGER/CONSOLIDATION (MICHIGAN)

RESOLVED, that the form, terms and provisions of the Certificate of Merger/Consolidation (the "Michigan Merger Agreement") by and between the Corporation and PLAINWELL, substantially in the form of the draft thereof which has been reviewed by the undersigned, and the Corporation's performance of its obligations under the Michigan Merger Agreement, including, without limitation, the merger of the Corporation with and into PLAINWELL, are hereby, in all respects, approved;

FURTHER RESOLVED, that the Corporation submit the Michigan Merger Agreement to the sole stockholder of the Corporation for its consideration and approval;

FURTHER RESOLVED, that, upon approval of the Michigan Merger Agreement by the sole stockholder of the Corporation, each of the the Proper Officers are hereby authorized, empowered and directed, acting alone or with one or more other Proper Officers, to execute and deliver the Michigan Merger Agreement in the name and on behalf of the Corporation, and to execute, deliver and file the Michigan Merger Agreement (and any all additional documents in connection therewith) with the Secretary of State of the State of Michigan.

GENERAL

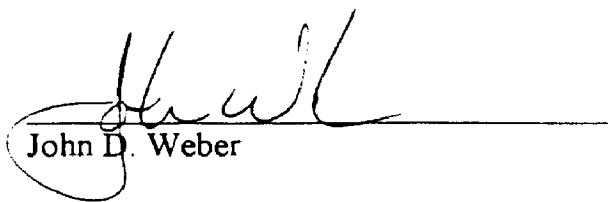
RESOLVED, that in order to carry out fully the intent and effectuate the purposes of the foregoing resolutions, each of the Proper Officers be, and hereby is, authorized and empowered to take all such further action including, without limitation, to arrange for, enter into or grant amendments and modifications to and waivers of the foregoing agreements (the "Agreements"), and to arrange for and enter into supplemental agreements, instruments, certificates, and other documents relating to the transactions contemplated by the Agreements, and to execute and deliver all such further amendments, modifications, waivers, supplemental agreements, instruments, certificates and documents, in the name and on behalf of the Corporation, and to pay all such fees and expenses, which shall in his or her judgment be deemed necessary, proper or advisable in order to preform the Corporation's obligations under or in connection with the Agreements and the transactions contemplated thereby.

The actions taken by this consent shall have the same force and effect as if taken at an organizational meeting of the board of directors duly called and constituted pursuant to the By-laws of the Corporation and the laws of the State of Michigan.

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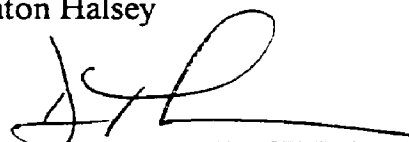
IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board

of Directors as of the 2nd day of March, 1998.


John D. Weber

William L. New

Brenton Halsey



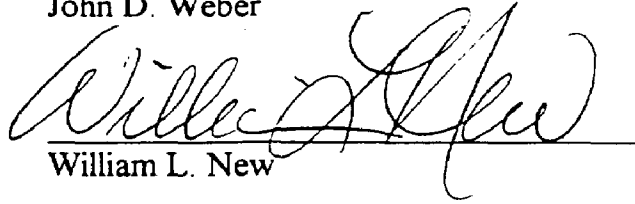
David F. Thomas

George E. Mangarelli

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board

of Directors as of the 2nd day of March, 1998.

John D. Weber



William L. New

Brenton Halsey

David F. Thomas



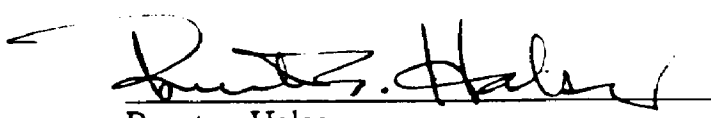
George E. Mangarelli

IN WITNESS WHEREOF, the undersigned has executed this consent of the Board

of Directors as of the 2nd day of March, 1998.

John D. Weber

William L. New



Brenton Halsey

David F. Thomas

George E. Mangarelli