# Delaware



*The First State*

I, JEFFREY W. BULLOCK, 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:

"BOWATER VENTURES INC.", A DELAWARE CORPORATION,

WITH AND INTO "BOWATER INCORPORATED" UNDER THE NAME OF "BOWATER INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 2010, AT 3:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE NINTH DAY OF DECEMBER, A.D. 2010, AT 1:45 O'CLOCK A.M.

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

SECRETARY'S OFFICE 1793 DELAWARE 1855

Jeffrey W. Bullock, Secretary of State

0614821 8100M

101163728

AUTHENTICATION: 8410391

DATE: 12-08-10

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:38 PM 12/08/2010
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SRV 101163728 - 0614821 FILE

# CERTIFICATE OF MERGER

**OF**

**BOWATER VENTURES INC.**
**(a Delaware corporation)**

**AND**

**BOWATER INCORPORATED**
**(a Delaware corporation)**

The undersigned, a corporation incorporated and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY THAT:

1. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

| Name | State of Incorporation |
| --- | --- |
| Bowater Ventures Inc. | Delaware |
| Bowater Incorporated | Delaware |

2. An Agreement and Plan of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Sections 251 and 303 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation shall be Bowater Incorporated.

4. The certificate of incorporation of Bowater Incorporated, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the surviving corporation.

5. The merger shall be effective on December 9, 2010, at 1:45a.m. prevailing Eastern Time.

6. The executed Agreement and Plan of Merger is on file at the office of the surviving corporation, the address of which is 1155 Metcalfe St., Suite 800, Montreal, Quebec, Canada H3B 5H2.

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Bowater Incorporated has caused this Certificate of Merger to be signed by its duly authorized officer, this 8th day of December, 2010.

**BOWATER INCORPORATED**

By: ______________________
Name: Jacques P. Vachon
Title: Vice President + Secretary