

**SUZANO PAPEL E CELULOSE S.A.**

Publicly-Held Company **with Authorized Capital**

Corporate Taxpayers' Id. (CNPJ/MF): 16.404.287/0001-55

**State Enrolment NIRE No: 29.300.016.331**

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**

On March 25, 2010, at 7 p.m., the undersigned members of the Board of Directors of Suzano Papel e Celulose S.A. ("Company") met at Avenida Brigadeiro Faria Lima, 1355 – 9º andar, in the city of São Paulo. Mr. David Feffer, Chairman of the Board of Directors, presided over the meeting and invited me, André Hirschheimer, to act as his secretary. The Chairman took the floor and informed that the agenda was to appoint a person responsible for the Audit Department, pursuant to Article 18 of the Company's Bylaws. After analyzing and discussing the matter, the Board of Directors unanimously appointed Mr. Mariano Zavattiero (RNE W381634-0 CGPI/DIREX/DFP – Individual Taxpayers Registration No. (CPF/MF) 213.154.408-14), Argentine citizen, cohabitant in a stable union, accountant, with business address at Avenida Brigadeiro Faria Lima, 1355 – 6º andar, São Paulo city, as the person responsible for the Audit Department, who will hold office from April 5, 2010 till the Board of Directors' meeting to be held immediately after the Annual Shareholders' Meeting of 2010. There being no further matters to address, the meeting was adjourned to draw up these Minutes which, after being read and approved, were signed by the attending members. São Paulo, March 25, 2010.

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David Feffer  
Chairman of the Meeting and the Board of  
Directors

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André Hirschheimer  
Secretary

(continuation of the Minutes of the Board of Directors' Meeting of Suzano Papel e Celulose S.A., held on March 25, 2010 at 7 p.m.)

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Daniel Feffer  
Vice-chairman of the Board of Directors

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Boris Tabacof  
Vice-chairman of the Board of Directors

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Oscar de Paula Bernardes Neto  
Board Member

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Jorge Feffer  
Board Member

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Cláudio Thomaz Lobo Sonder  
Board Member

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Antonio de Souza Corrêa Meyer  
Board Member

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Marco Antonio Bologna  
Board Member

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Nildemar Secches  
Board Member