

SUZANO PAPEL E CELULOSE S.A.

Listed company
CNPJ/MF n°. 16.404.287/0001-55
NIRE n°. 29.300.016.331

MINUTES OF THE BOARD OF DIRECTORS' MEETING

The Board of Directors of Suzano Papel e Celulose S.A (the “Company”) met on February 2, 2009, at 08:00 a.m., at Av. Brigadeiro Faria Lima, 1355 – 9th floor, in the capital city of São Paulo, the undersigned members being present. Mr. David Feffer, Chairman of the Board of Directors, assumed the chairmanship, and invited me, André Hirschheimer, to be secretary.

Mr. President then informed that the agenda of this meeting would consist of discussions for deciding on changes to the Company’s organizational structure in order to create, pursuant to paragraph six of article 18 of the Company’s Bylaws, a Non-Statutory Officer, and elect the person for this position. The matters were examined and voted, and by unanimous vote of those present the Board of Directors approved what follows: the creation of the Auditing Officer, which should report to the Company’s Chief Executive Officer, and to appoint as the person responsible for that position Mr. Ricardo Henrique Baras (RG SSP/SP 17.265.815-9 – CPF/MF 103.564.968-30), Brazilian citizen, married, business administrator, with business address at Avenida Brigadeiro Faria Lima, 1355 – 8th floor, in this Capital City, who will take office on this date and whose mandate expires at the Board Meeting to be held immediately after the 2009 Ordinary General Meeting. There being no further business, the meeting was closed and these minutes were written, read, approved and signed by those present. São Paulo, February 02, 2009.

David Feffer
Chairman of the Meeting and Chairman of the
Board

André Hirschheimer
Secretary

(Minutes of the Board of Directors' meeting held on 02.02.2009 at 8:00 a.m. continued)

Daniel Feffer
Vice-President of the Board

Boris Tabacof
Vice-President of the Board

Oscar de Paula Bernardes Neto
Board Member

Jorge Feffer
Board Member

Cláudio Thomaz Lobo Sonder
Board Member

Antonio de Souza Corrêa Meyer
Board Member

Marco Antonio Bologna
Board Member

Nildemar Secches
Board Member