

SUZANO BAHIA SUL PAPEL E CELULOSE S.A.

Publicly held company

CNPJ/MF 16.404.287/0001-55

NIRE 29.300.016.331

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

The Board of Directors of the company met on June 19, 2006, at 7 p.m., at Av. Brigadeiro Faria Lima 1355, 9th Floor, São Paulo, São Paulo State, with all of its members present.

Mr. David Feffer, Chairman of the Board assumed the Chairmanship of the meeting and invited me, Fábio Eduardo de Pieri Spina, to be Secretary of the meeting.

He then stated the objects of the meeting:

- (i) to define the limits of operation of the Executive Officers, as provided for in item “q”.6 of Clause 19 of the company’s bylaws; and
- (ii) to consider and decide on a proposal from the Executive Officers to change the company’s name.

These matters were debated, and the Board of Directors voted unanimously:

- (i) to authorize the Executive Officers to start, make concessions or agreements in, or withdraw from, any court, administrative or arbitration proceedings, procedures, measures or claims, and also to effect voluntarily offsetting of taxes, where such measures result or could result in obligations or rights of the company, or which prejudice or could prejudice the reputation or image of the company, when the value, per proceeding, does not exceed R\$ 20,000,000.00 (twenty million Reais); when the amount exceeds R\$ 20,00,000.00 (twenty million Reais), the approval of these matters shall be the competency of the company’s Board of Directors, except in the case of imminent damage to the company, when the Executive Officers may take the decision and submit it for approval to the first subsequent meeting of the Board of Directors;

and

- (ii) to authorize the calling of an Extraordinary General Meeting of Stockholders of the company, to decide on the change of the company’s name to “**Suzano Papel e Celulose S.A.**”, as proposed by the Executive Officers.

There being no further business, the meeting was closed and these minutes written, read, agreed to, and signed by those present. São Paulo, June 19, 2006.

David Feffer
Chairman of the Meeting,
Member of the Board

Fábio Eduardo de Pieri Spina
Secretary

Other members of the Board of Directors:

(continuation of Minutes of the Board of Directors of
Suzano Bahia Sul Papel e Celulose S.A., held on June 19, 2006 at 7 p.m.)

Boris Tabacof

Daniel Feffer

Antonio de Souza Corrêa Meyer

Claudio Thomaz Lobo Sonder

Jorge Feffer

Luciano Siani Pires

Marco Antonio Bologna

Oscar de Paula Bernardes Neto