



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "DIAMOND PARTICIPATIONS INC." MERGING WITH AND INTO "DAW FOREST PRODUCTS COMPANY, INC." UNDER THE NAME OF "DAW FOREST PRODUCTS COMPANY, INC." AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF MAY, A.D. 1984, AT 11:50 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

1984 MAY 18 PM 4:23
SECRETARY OF STATE

Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10245761

B41350177

DATE: 05/14/1984

AGREEMENT OF MERGER
OF
DIAMOND PARTICIPATIONS INC.
(A DELAWARE CORPORATION)
INTO
DAW FOREST PRODUCTS COMPANY, INC.
(A DELAWARE CORPORATION)

- - - -

Pursuant to Section 251 of the
General Corporation Law of the
State of Delaware

- - - -

THIS AGREEMENT OF MERGER is by and between DAW
FOREST PRODUCTS COMPANY, INC., a stock corporation organized
and existing under the laws of the State of Delaware
(hereinafter sometimes called "DAW"), and DIAMOND
PARTICIPATIONS INC., a stock corporation organized and
existing under the laws of the State of Delaware
(hereinafter sometimes called "Participations") (said
entities being hereinafter sometimes called the "Constituent
Entities").

W I T N E S S E T H

WHEREAS, DAW FOREST PRODUCTS COMPANY, INC. was
incorporated under the provisions of the General Corporation
Law of the State of Delaware on March 1, 1984; and

WHEREAS, DIAMOND PARTICIPATIONS INC. was incorporated under the provisions of the General Corporation Law of the State of Delaware on June 8, 1982; and

WHEREAS, DAW FOREST PRODUCTS COMPANY, INC. has purchased and now owns all of the outstanding shares of capital stock of DIAMOND PARTICIPATIONS INC.; and

WHEREAS, DAW FOREST PRODUCTS COMPANY, INC. has made the election referred to in Section 338(a) of the Internal Revenue Code (and any corresponding state and local elections) in connection with its acquisition of the capital stock of DIAMOND PARTICIPATIONS INC.; and

WHEREAS, the laws of the State of Delaware permit the merger of the Constituent Entities into a single corporation; and

WHEREAS, it is deemed advisable by the Board of Directors of each of the Constituent Entities that they merge into a single corporation which shall be DAW FOREST PRODUCTS COMPANY, INC., the surviving corporation, organized and existing under the laws of the State of Delaware, and that they so merge pursuant to the provisions of this Agreement;

NOW, THEREFORE, it is agreed as follows:

FIRST: DIAMOND PARTICIPATIONS INC., a corporation organized and existing under the laws of the State of

Delaware, shall be and hereby is merged pursuant to Section 251 of the General Corporation Law of the State of Delaware into DAW FOREST PRODUCTS COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware. DAW FOREST PRODUCTS COMPANY, INC. shall be the surviving corporation and it shall continue and shall be deemed to continue for all purposes whatsoever after the merger with and into itself of DIAMOND PARTICIPATIONS INC. For convenience, DAW, as it shall exist as the surviving corporation after such merger, is hereinafter referred to as the "Corporation" and the merger described in this Article FIRST is hereinafter referred to as the "Merger." The time that the Merger becomes effective is hereinafter referred to as the "Effective Time."

SECOND: The Corporation shall be governed by the laws of the State of Delaware and its Certificate of Incorporation shall be the Certificate of Incorporation of DAW.

THIRD: The manner and basis of converting the outstanding shares of capital stock of each of the Constituent Entities shall be as follows:

1. The outstanding shares of capital stock of DAW shall not be affected by the Merger and shall continue to be issued and outstanding shares of the Corporation.

2. At the Effective Time, all shares of capital stock of Participations outstanding immediately prior to the Effective Time shall cease to exist and shall be cancelled. DAW is the sole stockholder of Participations, and has consented to the Merger on these terms.

FOURTH: The Bylaws of DAW shall be the Bylaws of the Corporation.

FIFTH: The officers and directors of DAW shall continue in office until their successors are duly elected and qualified under the provisions of the Bylaws of the Corporation.

SIXTH: This Agreement, upon its being authorized, adopted, approved, signed and acknowledged by each of the Constituent Entities in accordance with the laws of the State of Delaware, and filed in the office of the Secretary of State of the State of Delaware, shall take effect and shall thereupon be deemed and taken to be the Agreement and act of merger of the Constituent Entities; and the organization and separate existence of Participations, except insofar as it may be continued by statute, shall cease.

SEVENTH: At the Effective Time, the Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of the Constituent Entities on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Entities shall be vested in the Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Corporation as they were of the Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Agreement; but all rights of creditors and all liens upon any property of either Constituent Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Participations agrees that from time to time, as and

when it shall be requested by the Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all such other instruments and will take or cause to be taken such further or other action as the Corporation or its successors or assigns may deem necessary or desirable in order to vest in and to confirm to the Corporation title to all of the property, capacity, privileges, powers, franchises, authority, and immunities of Participations and otherwise to carry out the intent and purposes of this Agreement.

EIGHTH: Participations shall timely file Internal Revenue Service Form 966 with the Internal Revenue Service.

NINTH: The Constituent Entities hereby reserve the right to amend, alter, change or repeal any provisions contained in any of the articles of this Agreement in the manner now or hereafter provided by the laws of the State of Delaware and all rights of the stockholders of the Constituent Entities are granted subject to this reservation.

TENTH: This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which counterparts collectively shall constitute one instrument representing the Agreement between the parties hereto.

Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended, or shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Entities and their respective security holders and their successors and assigns, any rights or remedies under or by reason of this Agreement.

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.


ELEVENTH: This Agreement has been approved by resolutions duly adopted by the Boards of Directors of Participations and DAW, respectively.

IN WITNESS WHEREOF, we have signed this Certificate this 11th day of May, 1984.

DAW FOREST PRODUCTS COMPANY, INC.

Attest:

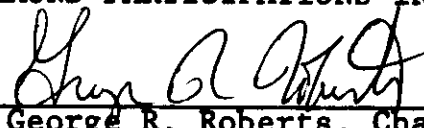
By 
Michael W. Michelson
Assistant Secretary

By 
George R. Roberts, Chairman
of the Board

DIAMOND PARTICIPATIONS INC.

Attest:

By 
Michael W. Michelson
Assistant Secretary

By 
George R. Roberts, Chairman
of the Board

RE-EXECUTION

The foregoing Agreement of Merger having been duly entered into and signed by DAW FOREST PRODUCTS COMPANY, INC., a Delaware corporation, and having been duly entered into and signed by DIAMOND PARTICIPATIONS INC., a Delaware corporation, and having been duly adopted by the stockholders of each of said entities, all in accordance with the provisions of the General Corporation Law of the State of Delaware, the Chairmen of the Board of each of said corporations do now hereby execute said Agreement of Merger by authority of the directors and stockholders of each, as the respective act, deed and agreement of each of said entities, on this 11th day of May, 1984.

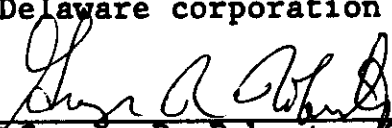
DAW FOREST PRODUCTS COMPANY, INC.
a Delaware corporation

Attest:

By


Michael W. Michelson
Assistant Secretary

By


George R. Roberts, Chairman
of the Board

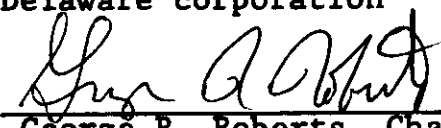
DIAMOND PARTICIPATIONS INC.
a Delaware corporation

Attest:

By


Michael W. Michelson
Assistant Secretary

By

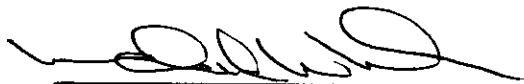

George R. Roberts, Chairman
of the Board

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, Michael W. Michelson, Assistant Secretary of DAW FOREST PRODUCTS COMPANY, INC., one of the Constituent Entities mentioned in the within Agreement, on behalf of said corporation, certifies as follows:

The within Agreement has been consented to in writing by the sole stockholder of said corporation entitled to vote on a merger or consolidation.

IN WITNESS WHEREOF, I have signed this certificate this 11th day of May, 1984.



Assistant Secretary of DAW
FOREST PRODUCTS COMPANY, INC.
a Delaware corporation

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, Michael W. Michelson, Assistant Secretary of DIAMOND PARTICIPATIONS INC., one of the Constituent Entities mentioned in the within Agreement, on behalf of said corporation, certifies as follows:

The within Agreement has been consented to in writing by the sole stockholder of DIAMOND PARTICIPATIONS INC. entitled to vote on a merger or consolidation.

IN WITNESS WHEREOF, I have signed this certificate this 11th day of May, 1984.



Assistant Secretary of DIAMOND
PARTICIPATIONS INC.
a Delaware corporation

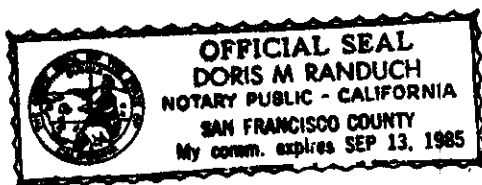
State of California)
County of San Francisco) ss.

I, Doris M. Randuch, a Notary Public,
do hereby certify that before me this day in person appeared
George R. Roberts, personally known to me to be the Chairman
of the Board of DAW FOREST PRODUCTS COMPANY, INC., a
Delaware corporation, and Michael W. Michelson, personally
known to me to be an Assistant Secretary of said
corporation, and each and severally acknowledged that they
signed and delivered the foregoing Re-Execution of the
Agreement of Merger in the respective capacities herein set
forth, pursuant to authority given under the certificate of
incorporation and bylaws of the corporation, as the free and
voluntary act of said corporation, and as their own free and
voluntary act, for the uses and purposes therein set forth.

Given under my hand and seal this 11th day of May,
1984.

Doris M. Randuch
Notary Public

My Commission Expires
(SEAL) 9-13-85



State of California)
County of San Francisco) ss.

I, Doris M. Randuch a Notary Public do hereby certify that before me this day in person appeared George R. Roberts, personally known to be the Chairman of the Board of DIAMOND PARTICIPATIONS INC., a Delaware corporation, and Michael W. Michelson, personally known to me to be an Assistant Secretary of said corporation, and each and severally acknowledged that they signed and delivered the foregoing Re-Execution of the Agreement of Merger in the respective capacities herein set forth pursuant to the authority given under the certificate of incorporation and bylaws of the corporation, as the free and voluntary act of said corporation, and as their own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and seal this 11th day of May, 1984.

Doris M. Randuch
Notary Public

My Commission Expires

(SEAL) 9-13-1985

