

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNITED STATES PLYWOOD CORPORATION

Under Section 805 of the
Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned hereby certify:

FIRST: That the name of the Corporation is UNITED STATES PLYWOOD CORPORATION.

398706 SECOND: That the ~~(Preliminary)~~ Certificate of Consolidation forming the Corporation was filed on April 28, 1937 in the office of the Secretary of State of the State of New York, and that the entire Certificate of Consolidation by which the Corporation was formed as then in force and effect was restated pursuant to Section 40 of the Stock Corporation Law by the filing of a Restated Certificate of Incorporation of the Corporation in the office of the Secretary of State of the State of New York on October 13, 1949.

THIRD: That the amendment to the Certificate of Incorporation effected by this Certificate is as follows:

The first paragraph of subdivision C of Article 3 of the Restated Certificate of Incorporation, relating to the amount of the Corporation's Capital Stock and the number, classes and par value of the shares of which it consists, is hereby amended to read as follows:

"C. The amount of the total authorized Capital Stock of the Corporation is Twelve Million Dollars (\$12,000,000) divided into 60,000 shares of Preferred Stock of the par value of \$100 per share and 6,000,000 shares of Common Stock of the par value of \$1 per share."

27206-1

FIFTH: That the amendment of the Certificate of Incorporation was authorized by a vote of the holders of a majority of all outstanding shares entitled to vote on an amendment to the Certificate of Incorporation at a meeting of shareholders.

IN WITNESS WHEREOF, this Certificate has been signed this 25th day of September, 1963.

John P. Schlick
John P. Schlick, Vice President

Raymond T. Heilpern
Raymond T. Heilpern, Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

JOHN P. SCHLICK, being duly sworn, deposes and says that he is Vice President of United States Plywood Corporation, the corporation mentioned and described in the foregoing instrument; that he has read and signed the same and that the statements contained therein are true.

Sworn to before me this
25th day of September, 1963.

Margaret C. Douvresse
MARGARET C. DOUVRESSE
Notary Public, State of New York
No. 41-0367250, Queens County
Cert. Filed in 1964 County
Term Expires March 30, 1965

398706-2