

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

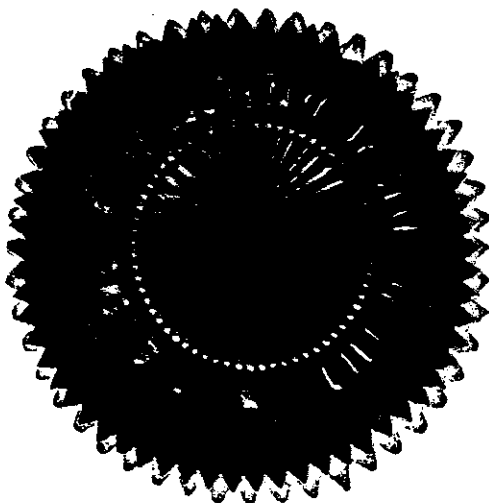
I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my official
custody as Secretary of State, and found to be true and correct, of the Certificate of

AMENDMENT of AMENDED ARTICLES OF INCORPORATION
of

THE MEAD CORPORATION

filed in this office on the 1 ST day of FEBRUARY A. D. 1973.
and recorded on (in) Roll (~~Volume~~) B 856 , Frame (~~Page~~) 1314 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 2ND day
of FEBRUARY A.D. 19 73.

Ted W. Brown

TED W. BROWN
Secretary of State

CERTIFICATE OF AMENDMENT OF
AMENDED ARTICLES OF INCORPORATION

P. V. ALLEMANG, President, and ALBERT H. SEALY, Secretary, of THE MEAD CORPORATION, a corporation for profit under the Ohio General Corporation Law, with its principal office located at Dayton, Montgomery County, Ohio, do hereby certify that a meeting of the Board of Directors of said Corporation was duly called and held on the 25th day of January, 1973, at which meeting a quorum of such Directors was present, and at such meeting there were duly adopted the resolutions set forth below amending the Amended Articles of Incorporation:

RESOLVED, That Article FOURTH, Section 3, subsection XII of the Amended Articles of Incorporation of the Corporation be, and the same hereby is, amended so as to increase the number of the first series of the Voting Preferred Shares, designated as \$2.80 Voting Cumulative Preferred Shares, from 923,609 to 923,714.

RESOLVED, That Article FOURTH, Section 2, subsection XIII of the Amended Articles of Incorporation of the Corporation be, and the same hereby is, amended so as to reduce the number of shares comprising the second series of Cumulative Preferred Shares, designated as 5% Cumulative Preferred Shares, from 33,079 to 29,128.

RESOLVED, That Article FOURTH, Section 2, subsection XIV of the Amended Articles of Incorporation of the Corporation be, and the same hereby is, amended so as to reduce the number of shares comprising the third series of Cumulative Preferred Shares, designated as 6% Cumulative Preferred Shares, from 20,245 to 9,954.

RESOLVED, That 1,750 Cumulative Preferred Shares of the first series, designated as $4 \frac{1}{4}\%$ Cumulative Preferred Shares, heretofore applied in reduction of the Sinking Fund Installment for April 30, 1973, upon the acquisition thereof by the Corporation by purchase for such application and for cancellation as required by the terms of the Amended Articles of Incorporation be, and the same hereby are, cancelled; and that the first paragraph of Article FOURTH of the Amended

Articles of Incorporation of the Corporation be, and the same hereby is, amended so that the authorized number of Cumulative Preferred Shares of the par value of \$100 per share of the Corporation is reduced from 89,500 to 87,750, and Article FOURTH, Section 2, subsection XII of the Amended Articles of Incorporation of the Corporation be, and the same hereby is, amended so that the number of Cumulative Preferred Shares of the first series, designated as 4 1/4% Cumulative Preferred Shares is reduced from 28,000 to 26,250.

IN WITNESS WHEREOF, said P. V. ALLEMANG, President, and ALBERT H. SEALY, Secretary, of THE MEAD CORPORATION, acting for and on behalf of said Corporation have hereunto subscribed their names and caused the seal of said Corporation to be hereunto affixed this 25th day of January, 1973.

/s/ P. V. Allenang
P. V. ALLEMANG, President

/s/ Albert H. Sealy
ALBERT H. SEALY, Secretary