

589873

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

UNITED STATES PLYWOOD CORPORATION

Under Section 805 of the Business Corporation Law

The undersigned hereby certify:

1. The name of the Corporation is UNITED STATES PLYWOOD CORPORATION.

2. The Certificate of Consolidation forming the Corporation was filed by the Department of State on April 28, 1937. Such Certificate of Consolidation, as in force and effect on October 13, 1949, was restated pursuant to Section 40 of the Stock Corporation Law by the filing of a Restated Certificate of Incorporation of the Corporation by the Department of State on October 13, 1949.

3. The Corporation's Certificate of Incorporation as now in full force and effect is hereby amended to effect a change authorized by section 515 of the Business Corporation Law, to wit: to reduce the number of authorized shares which the Corporation shall have authority to issue by removing 27,377 shares from the 60,000 authorized shares of Preferred

Stock, par value \$100 per share, such 27,377 shares having been issued, reacquired and cancelled by the Corporation and the reissue of such 27,377 shares being prohibited by the Certificate of Incorporation of the Corporation.

4. To effect the amendment set forth in Section 3 of this Certificate, 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, and the first paragraph of Section XV of subdivision C of Article 3 of the Restated Certificate of Incorporation, relating to the number of shares of which a series of the Preferred Stock of the Corporation consists, are hereby amended to read as follows:

"C. The amount of the total authorized capital stock of the Corporation is Thirteen Million Two Hundred Sixty-two Thousand Three Hundred Dollars (\$13,262,300) divided into 32,623 shares of Preferred Stock of the par value of \$100 per share and 10,000,000 shares of Common Stock of the par value of \$1 per share."

"XV. Thirty-two Thousand Six Hundred Twenty-three (32,623) shares of the Preferred Stock of the Corporation shall be designated as '3-3/4% Cumulative Preferred Stock, Series A' (hereinafter referred to as the 'shares of Series A')."

5. The amendment of the Certificate of Incorporation effected by this Certificate was authorized by the Board of Directors of the Corporation at a meeting duly called and held on the 11th day of November, 1966.

IN WITNESS WHEREOF, the undersigned have made and

signed this Certificate on this 28th day of November, 1966.

Max W. Paine
Max W. Paine, Vice President

Marvin H. Ginsky
Marvin H. Ginsky, Secretary

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

Marvin H. Ginsky, being duly sworn, deposes
and says that he is one of the persons who signed the fore-
going certificate of amendment on behalf of UNITED STATES
PLYWOOD CORPORATION; that he signed said certificate in the
capacity set beneath his signature thereon; that he has read
the foregoing certificate and knows the contents thereof; and
that the statements contained therein are true.

Marvin H. Ginsky
Secretary

Subscribed and sworn to

before me on November

28, 1966.

Margaret C. Bouvresse
Notary Public

MARGARET C. BOUVRESSE
Notary Public, State of New York
No. 41-0267259, Queens County