

the Department of State on October 1, 1952, and by a Certificate of Amendment pursuant to Section 30 of the Stock Corporation Law filed in the Office of the Department of State on January 13, 1955, as now in force and effect, is hereby further amended to effect one or more of the changes authorized by Section 23 of the Stock Corporation Law by decreasing the amount of the total authorized capital stock of the Corporation by eliminating 60,000 shares of 3-3/4% Cumulative Preferred Stock, Series B, 248 shares of which were redeemed by the Corporation and 33,752 shares of which were converted into Common Stock, all as authorized by the Certificate of Incorporation, as amended.

FIFTH: The first paragraph of Subdivision C of Article 3 of the Certificate of Incorporation as heretofore amended is hereby further amended to read as follows:

"C. The amount of the total authorized capital stock of the Corporation is Sixteen Million, Two Hundred and Eighty Thousand, Four Hundred Dollars (\$16,280,400) divided into Sixty Thousand (60,000) shares of Preferred Stock of the par value of One Hundred Dollars (\$100.00) per share, Sixty-Two Thousand, Eight Hundred and Four (62,804) shares of Voting Second Preferred Stock of the par value of One Hundred Dollars (\$100.00) per share and Four Million (4,000,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share."

SIXTH: The capital of the Corporation is reduced by a change pursuant to Subdivision 2 of Section 30. The amount by which the capital of the Corporation is to be reduced is Twenty-Four Thousand, Eight Hundred Dollars (\$24,800), being the amount of the capital represented by the 248 shares of 3-3/4% Cumulative Preferred Stock redeemed by the Corporation. The surplus, if any, resulting from such reduction shall be available to be used for any purpose for which surplus may be used.

IN WITNESS WHEREOF, we have made and executed this

Certificate, in duplicate, this 9th day of June, 1960.

Gene C. Brewer
Gene C. Brewer, President

Raymond T. Heilpern
Raymond T. Heilpern, Secretary

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

On this 9th day of June, 1960, before me personally came GENE C. BREWER and RAYMOND T. HEILPERN, to me known and known to me to be the individuals described in and who subscribed and executed the foregoing Certificate as President and Secretary, respectively, of UNITED STATES PLYWOOD CORPORATION, and they severally acknowledged to me that they subscribed and executed the same.

Margaret C. Bouvresse
Notary Public

MARGARET C. BOUVRESSE
Notary Public - State of New York
No. 41-0367250 Queens County
Cert. Filed in 4th County
Term Expires March 30, 1961

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

GENE C. BREWER and RAYMOND T. HEILPERN, being duly sworn, depose and say, and each for himself deposes and says that he, GENE C. BREWER, is President of UNITED STATES PLYWOOD CORPORATION and that he, RAYMOND T. HEILPERN, is Secretary thereof; and that they have been duly authorized to execute the file the foregoing Certificate by a resolution of the Board of Directors of said Corporation adopted at a Directors' Meeting duly called and held at the office of said Corporation on the 8th day of June, 1960.

Gene C. Brewer
Gene C. Brewer

Raymond T. Heilpern
Raymond T. Heilpern

Severally subscribed and sworn to before me this

9th day of June, 1960.

Margaret C. Bouvresse
Notary Public

MARGARET C. BOUVRESSE
Notary Public - State of New York
No. 41-0367250 Queens County
Cert. Filed in *N.Y.* County
Term Expires March 30, 1961

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

GENE C. BREWER and KENNETH A. WULFF, being duly sworn, depose and say, and each for himself deposes and says that GENE C. BREWER is President of UNITED STATES PLYWOOD CORPORATION, that KENNETH A. WULFF is the Treasurer thereof, and that the actual value of the assets of said Corporation at the time the shares of stock to be eliminated were reacquired was not less than the total amount of the debts and liabilities of said Corporation plus the reduced amount of its capital.

Gene C. Brewer
Gene C. Brewer, President

Kenneth A. Wulff
Kenneth A. Wulff, Treasurer

Severally subscribed and
sworn to before me this
10th day of June, 1960.

Margaret C. Bouvresse
Notary Public

MARGARET C. BOUVRESSE
Notary Public - State of New York
No. 41-0367250, Queens County
Cert. Filed in Queens County
Term Expires March 30, 1961

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION

OF

UNITED STATES PLYWOOD CORPORATION

(Pursuant to Section 29 of the Stock Corporation Law)

WE, GENE C. BREWER and RAYMOND T. HEILPERN, being, respectively, the President and the Secretary of UNITED STATES PLYWOOD CORPORATION, a stock corporation organized under the laws of the State of New York, do hereby certify as follows:

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

SECOND: The Preliminary Certificate of Consolidation forming the Corporation, was filed on April 28, 1937, in the office of the Department of State of the State of New York.

THIRD: 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.

FOURTH: The Certificate of Consolidation of the Corporation as amended by certificates filed pursuant to law, as restated by the Restated Certificate of Incorporation, and as amended by a Certificate Pursuant to Section 11 of the Stock Corporation Law filed in the Office of the Department of State on August 2, 1951, by a Certificate of Amendment pursuant to Section 30 of the Stock Corporation Law filed in the Office of

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