

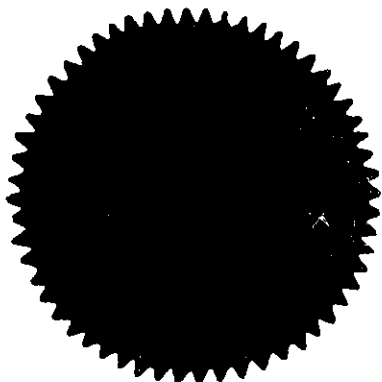
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "PACKAGING CORPORATION OF AMERICA", as
received and filed in this office the eighth day of June, A.D. 1965, at
12:15 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ *eighth* _____ *day*
of _____ *June* _____ *in the year of our Lord*
one thousand nine hundred and _____ *sixty-five.*



Elisha C. Dukes

Secretary of State

H. L. Domes

Asst Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

PACKAGING CORPORATION OF AMERICA

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware

WE, J. N. Andrews, President, and E. J. Kenn, Secretary, of Packaging Corporation of America, a corporation existing under the laws of the State of Delaware, do hereby certify under the seal of the said corporation as follows:

1. That the Certificate of Incorporation of said corporation has been amended by striking out the whole of Article FIRST thereof as it now exists and inserting in lieu thereof a new Article FIRST, reading as follows:

"FIRST: The name of the corporation is: PACKORP, INC."

2. That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, We, J. N. Andrews, President, and E. J. Kenn, Secretary, of Packaging Corporation of America, have signed this Certificate and caused the corporate seal of said corporation to be hereunto affixed this 8th day of June, 1965.



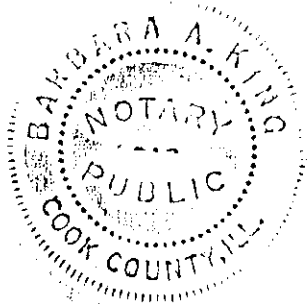
J. N. Andrews
President
E. J. Kenn
Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

BE IT REMEMBERED, that on this 8th day of June, 1965, personally before me Barbara A. King, a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgements or proofs of deeds, J. N. Andrews, President of PACKAGING CORPORATION OF AMERICA, a corporation of the State of Delaware, the corporation described in

the foregoing Certificate, known to me personally to be such, and he, the said J. N. Andrews as such President, acknowledged the said Certificate to be his act and deed and made on behalf of said corporation; that the signature of said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and of the Secretary of the corporation, respectively, and that the seal affixed to the Certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Barbara A. King
Notary Public in and for Cook County, Illinois

My commission expires May 21, 1966.