

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
U. S. PLYWOOD-CHAMPION PAPERS INC.

-----  
Under Section 805 of the  
Business Corporation Law  
-----

Pursuant to the provisions of Section 805 of the  
Business Corporation Law, the undersigned, Raymond T. Heilpern  
and C. E. Straight, being respectively Senior Vice President-  
Legal Affairs and the Secretary of U. S. Plywood-Champion  
Papers Inc., hereby certify:

FIRST: The name of the Corporation is U. S. Plywood-  
Champion Papers Inc. The name under which it was formed was  
United States Plywood Corporation.

SECOND: The Certificate of Consolidation forming  
the Corporation was filed by the Department of State of New  
York on April 28, 1937. A Restated Certificate of Incorpora-  
tion of the Corporation was filed by the Department of State  
of New York on March 9, 1967.

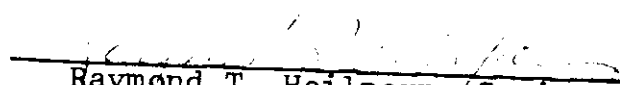
THIRD: Subdivision (b) of Section XXVII of Article C  
of the Certificate of Incorporation of the Corporation, fixing  
the number, designation, relative rights, preferences and

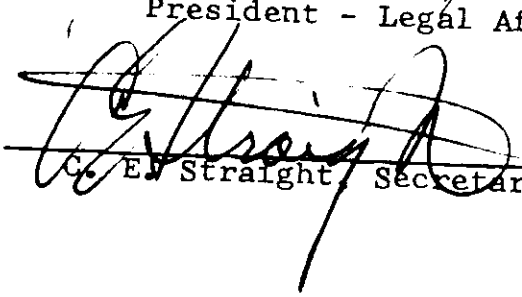
limitations of the Preference Stock, \$1.20 Cumulative Convertible Series, is hereby amended to read as follows:

"(b) the number of shares constituting the \$1.20 Preference Stock (which number of shares may be increased or decreased in accordance with the authority contained in Section XXIII hereof from time to time by the Board of Directors in respect of any shares of such series not theretofore issued) is eight million four hundred sixty-eight thousand five hundred sixty-nine (8,468,569) shares."

FOURTH: The manner in which this amendment to the Certificate of Incorporation of the Corporation was authorized was by resolution duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on May 2, 1968, at which a quorum of the said Board was present and acting throughout, pursuant to authority granted by Section 502 of The Business Corporation Law and by subdivision (b) of Section XXVII of Article C and by Section XXIII of Article C of the Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 17 day of June, 1968.

  
Raymond T. Heilpern, Senior Vice  
President - Legal Affairs

  
C. E. Straight, Secretary