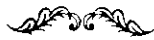




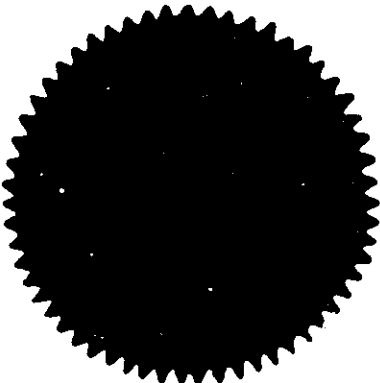
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 Ownership of the "KOPPERS COMPANY, INC.", a corporation organized
and existing under the laws of the State of Delaware, merging "TENNLAND FOREST
PRODUCTS, INC.", a corporation organized and existing under the laws of the
State of Tennessee, pursuant to Section 253 of the General Corporation Law of
the State of Delaware, as received and filed in this office the sixth day of
June, A.D. 1979, at 10 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Theresa J. ...

Assistant Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TENNLAND FOREST PRODUCTS, INC.

INTO

KOPPERS COMPANY, INC.

KOPPERS COMPANY, INC., a corporation organized and existing under
the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of September, 1944, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of TENNLAND FOREST PRODUCTS, INC., a corporation incorporated on the 9th day of September, 1976, pursuant to the Tennessee General Corporation Act of the State of Tennessee.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 30th day of April, 1979, determined to and did merge into itself said TENNLAND FOREST PRODUCTS, INC.

"RESOLVED, That Koppers Company, Inc., merge and it hereby does merge into itself said Tennland Forest Products, Inc., and assumes all its obligations; and

"RESOLVED FURTHER, That the proper officers of this Company be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Tennland Forest Products, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

"RESOLVED FURTHER, That the proper officers of this Company be and they hereby are directed to make and execute a Plan of Merger setting forth a copy of this resolution to merge said Tennland Forest Products, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the Office of the Secretary of the State of Tennessee in the manner required by §48-906 and other applicable sections of the Tennessee Code; and

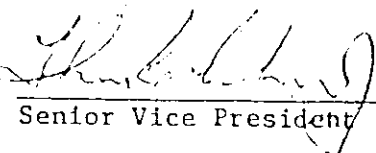
"RESOLVED FURTHER, That the proper officers of this Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Tennessee, which may in anywise be necessary or proper to effect said merger."

IN WITNESS WHEREOF, said KOPPERS COMPANY, INC. has caused this certificate to be signed by THOMAS C. COCHRAN, JR., its Senior Vice President, and attested by Donald Cuozzo, its Assistant Secretary, this 24th day of May, 1979.

ATTEST:

KOPPERS COMPANY, INC.


Assistant Secretary

By 
Senior Vice President

CORPORATE SEAL