

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,

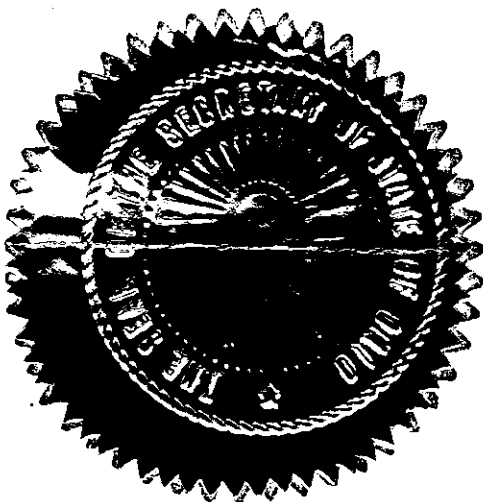
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my official
custody as Secretary of State, and found to be true and correct, of the

Certificate of Amendment

for

THE MEAD CORPORATION

filed in this office on the 28th day of March A. D. 1972
and recorded on (41) Roll (Volume) B797, Frame (Page) 1465 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 4th day
of April A.D. 19 72

Ted W. Brown

TED W. BROWN
Secretary of State

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CERTIFICATE OF AMENDMENT OF
AMENDED ARTICLES OF INCORPORATION

P. V. ALLEMANG, President, and ALBERT H. SEALY, Secretary, of THE MEAD CORPORATION, a corporation for profit under the Ohio General Corporation Law, with its principal office located at Dayton, Montgomery County, Ohio, do hereby certify that the annual meeting of the Shareholders of said Corporation was duly called and held on the 28th day of March, 1972, at which meeting a quorum of such Shareholders was present, and at such meeting there was adopted by the favorable vote of the holders of more than 2/3rds of the outstanding Cumulative Preferred Shares, of the holders of more than 2/3rds of the outstanding Voting Cumulative Preferred Shares, and of the holders of more than 2/3rds of the outstanding Voting Cumulative Preferred Shares and Common Shares combined the following resolutions:

RESOLVED, That Article IV, Section 2, subsection VII of the amended articles of the Corporation be, and the same hereby is, amended so as to be and read as follows:

"VII. Without the affirmative vote at a meeting, or the written consent with or without a meeting, of the holders of at least 50% of the Preferred Shares at the time outstanding, as a class, the Corporation shall not create, issue, re-issue, assume or guarantee any Funded Indebtedness, or create any lien or charge on or pledge of any of its properties, if immediately thereafter the aggregate of all outstanding Funded Indebtedness created, issued, re-issued, assumed, or guaranteed by, or secured by lien or charge on, or pledge of any property of, the Corporation would exceed \$12,000,000 in principal amount, nor permit any Subsidiary to create, issue, re-issue,

assume, or guarantee any Funded Indebtedness, or create any lien or charge on or pledge of any of its properties, or issue any shares ranking equally with or prior to the shares of such Subsidiary at the time outstanding with respect to the payment of dividends or distributions in liquidation, unless after giving effect to the transaction:

Consolidated Net Assets shall be at least 175% of the sum of (i) Consolidated Funded Indebtedness, (ii) the aggregate par value of (and/or, in the case of shares without par value, stated capital applicable to) the outstanding Preferred Shares of all series and all other shares of the Corporation ranking equally with or prior to the Preferred Shares with respect to the payment of dividends or distributions in liquidation, including shares owned by the Corporation, and (iii) capital and surplus of Subsidiaries applicable to or represented by shares outstanding and owned by others than the Corporation or its Subsidiaries;

provided, however, that the provisions of this subsection VII shall not be deemed to restrict the right of the Corporation or of any Subsidiary to refund, renew or extend the Funded Indebtedness of the Corporation or such Subsidiary, as the case may be, or to restrict the right of any Subsidiary to create or issue shares for the purpose of refunding other shares ranking equally therewith or prior thereto with respect to the payment of dividends and distributions in liquidation, nor shall such provisions apply to a transaction in which all the Funded Indebtedness or shares thereby created or issued by a Subsidiary shall be acquired by the Corporation; and provided, further, that for the purpose of determining whether such affirmative vote or written consent required by this subsection VII has been obtained, Preferred Shares held by the Corporation or by any Subsidiary or Affiliate shall not be deemed to be outstanding or entitled to participate in any such vote or consent."

RESOLVED, That Article IV, Section 3, subsection VII of the amended articles of the Corporation be, and the same hereby is, amended so as to be and read as follows:

"VII. Without the affirmative vote at a meeting, or the written consent with or without a meeting, of the holders of at least 50% of the Voting Preferred Shares at the time outstanding, as a class, the Corporation shall not create, issue, re-issue, assume or guarantee

any Funded Indebtedness, or create any lien or charge on or pledge of any of its properties, if immediately thereafter the aggregate of all outstanding Funded Indebtedness created, issued, re-issued, assumed, or guaranteed by, or secured by lien or charge on, or pledge of any property of, the Corporation would exceed \$50,000,000 in principal amount, nor permit any Subsidiary to create, issue, re-issue, assume, or guarantee any Funded Indebtedness, or create any lien or charge on or pledge of any of its properties, or issue any shares ranking equally with or prior to the shares of such Subsidiary at the time outstanding with respect to the payment of dividends or distributions in liquidation, unless after giving effect to the transaction:

Consolidated Net Assets shall be at least 175% of the sum of (i) Consolidated Funded Indebtedness, (ii) the aggregate par value of (and/or, in the case of shares without par value, stated capital applicable to) the outstanding Voting Preferred Shares of all series and all other shares of the Corporation ranking equally with or prior to the Voting Preferred Shares with respect to the payment of dividends or distributions in liquidation, including shares owned by the Corporation, and (iii) capital and surplus of Subsidiaries applicable to or represented by shares outstanding and owned by others than the Corporation or its Subsidiaries;

provided, however, that the provisions of this subsection VII shall not be deemed to restrict the right of the Corporation or of any Subsidiary to refund, renew or extend the Funded Indebtedness of the Corporation or such Subsidiary, as the case may be, or to restrict the right of any Subsidiary to create or issue shares for the purpose of refunding other shares ranking equally therewith or prior thereto with respect to the payment of dividends and distributions in liquidation, nor shall such provisions apply to a transaction in which all the Funded Indebtedness or shares thereby created or issued by a Subsidiary shall be acquired by the Corporation; and provided, further, that for the purpose of determining whether such affirmative vote or written consent required by this subsection VII has been obtained, Voting Preferred Shares held by the Corporation or by any Subsidiary or Affiliate shall not be deemed to be outstanding or entitled to participate in any such vote or consent."

RESOLVED, That Article IV, Section 4, subsection VII of the amended articles of the Corporation be, and the same hereby is, amended so as to be and read as follows:

"VII. Without the affirmative vote at a meeting, or the written consent with or without a meeting, of the holders of at least 50% of the No Par Preferred Shares at the time outstanding, as a class, the Corporation shall not create, issue, re-issue, assume or guarantee any Funded Indebtedness, or create any lien or charge on or pledge of any of its properties, if immediately thereafter the aggregate of all outstanding Funded Indebtedness created, issued, re-issued, assumed, or guaranteed by, or secured by lien or charge on or pledge of any property of, the Corporation would exceed \$50,000,000 in principal amount, nor permit any Subsidiary to create, issue, re-issue, assume, or guarantee any Funded Indebtedness, or create any lien or charge on or pledge of any of its properties, or issue any shares ranking equally with or prior to the shares of such Subsidiary at the time outstanding with respect to the payment of dividends or distributions in liquidation, unless after giving effect to the transaction:

Consolidated Net Assets shall be at least 175% of the sum of (i) Consolidated Funded Indebtedness, (ii) the aggregate par value of (and/or, in the case of shares without par value, stated capital applicable to) the outstanding No Par Preferred Shares of all series and all other shares of the Corporation ranking equally with or prior to the No Par Preferred Shares with respect to the payment of dividends or distributions in liquidation, including shares owned by the Corporation, and (iii) capital and surplus of Subsidiaries applicable to or represented by shares outstanding and owned by others than the Corporation or its Subsidiaries;

provided, however, that the provisions of this subsection VII shall not be deemed to restrict the right of the Corporation or of any Subsidiary to refund, renew or extend the Funded Indebtedness of the Corporation or such Subsidiary, as the case may be or to restrict the right of any Subsidiary to create or issue shares for the purpose of refunding other shares ranking equally therewith or prior thereto with respect to the payment of dividends and distributions in liquidation, nor shall such provisions apply to a transaction in which all the Funded Indebtedness or shares thereby created or issued by a Subsidiary shall be acquired by the Corporation; and provided, further, that for the purpose of determining whether such affirmative vote or written consent required by this subsection VII has been obtained, No Par Preferred Shares held by the Corporation or by any Subsidiary or

Affiliate shall not be deemed to be outstanding or entitled to participate in any such vote or consent."

IN WITNESS WHEREOF, said P. V. ALLEMANG, President, and ALBERT H. SEALY, Secretary, of THE MEAD CORPORATION, acting for and on behalf of said Corporation, have hereunto subscribed their names and caused the seal of said Corporation to be hereunto affixed this 28th day of March, 1972.

/s/ P. V. Allemang
P. V. ALLEMANG, President

/s/ Albert H. Sealy
ALBERT H. SEALY, Secretary