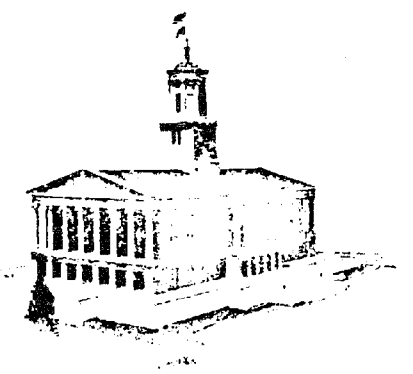
BOOK 4333 PAGE 884

State of Tennessee

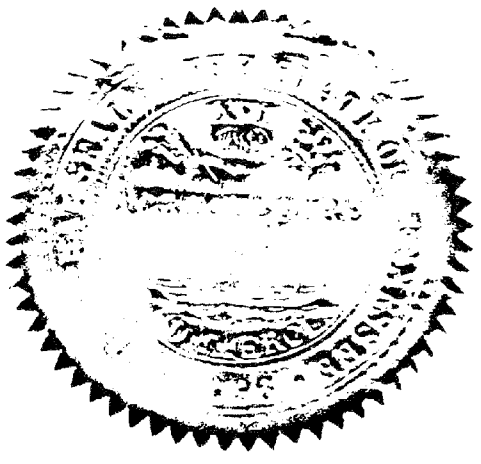


Department of State

I, **Joe C. Carr** *, Secretary of State of the State of Tennessee, do hereby certify that the annexed Instrument with Certificate of Acknowledgment was filed in my office and recorded on the* 30th *day of* April *19* 69

IN CORPORATION RECORD BOOK P-52, PAGE 6827

In Testimony Whereof, *I have hereunto subscribed my Official Signature and by order of the Governor affixed the Great Seal of the State of Tennessee at the Department in the City of Nashville, this* 30th *day of* April *A.D. 19* 69



Secretary of State.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WIDDINGTON, INC.

INTO

CELLU-PRODUCTS CO., INC.

CELLU-PRODUCTS CO., INC., a corporation incorporated on the 9th day of December, 1954, organized and existing under and by virtue of the laws of the State of North Carolina, which laws (to wit: Section 111 of the Business Corporation Act of the State of North Carolina) permit the merger into a corporation organized thereunder of a corporation of another state, does hereby certify that:

FIRST: Cellu-Products Co., Inc. owns one hundred per cent (100%) of the outstanding shares, all of one class, of the stock of Widdington, Inc., a corporation incorporated on the 24th day of March, 1947, and existing under and by virtue of the laws of the State of Tennessee, which said laws (to wit: Section 48-518, et seq. of the Tennessee Code Annotated) permit the merger of a corporation organized thereunder into a corporation of another state.

SECOND: Cellu-Products Co., Inc., by resolutions of its Board of Directors duly adopted by unanimous written consent on the 28th day of April, 1969, determined to and did merge into itself said Widdington, Inc., which resolutions are in the following words, to wit:

MERGER INTO CELLU-PRODUCTS CO., INC.

RESOLVED, that Widdington, Inc., the wholly-owned subsidiary of Cellu-Products Co., Inc. shall merge into Cellu-Products Co., Inc. pursuant to the following Plan of Merger which is hereby approved:

Plan of Merger

1. The name of the corporation proposing to merge is Widdington, Inc., hereinafter called "the merging corporation"; and the name of the corporation into which it proposes to merge is Cellu-Products Co., Inc., hereinafter called "the surviving corporation"; and both such

corporations are hereinafter referred to collectively as "the constituent corporations."

2. The name which the surviving corporation is to have is Cellu-Products Co., Inc.

3. The terms and conditions of the proposed merger are that the merging corporation will merge into the surviving corporation on April 30, 1969, at which time the surviving corporation will succeed to all of the rights and assume all of the obligations of the merging corporation; and there will not be any changes in the charter of, or the issuance of any shares by, the surviving corporation.

RESOLVED FURTHER, that the appropriate officers of the corporation are hereby authorized and directed to execute and cause to be filed Articles of Merger and such other documents as may be necessary to effect the merger.

IN WITNESS WHEREOF, Cellu-Products Co., Inc. has caused this certificate to be signed in its behalf and in its name by its President and its Secretary and its corporate seal to be hereunto affixed this 28th day of April, 1969.

CELLU-PRODUCTS CO., INC.

By _____
President

By _____
Secretary

(CORPORATE SEAL)

ATTEST:

_____
Secretary

STATE OF NORTH CAROLINA

BOOK 1333 PAGE 887

COUNTY OF Mecklenburg

Personally appeared before me, Emily S. Ducey,
a Notary Public in and for the State and County aforesaid, _____
Martin Dell and Mae Dell,
the persons who executed the foregoing certificate, with whom I am personally
acquainted, and who made oath before me in due form of law that _____
Martin Dell is the President and Mae Dell
is the Secretary of Cellu-Products Co., Inc., the corporation named in the
foregoing certificate, and that the statements made in the foregoing certificate
are true; and each of them acknowledged that they, as President and Secretary
of said corporation, executed the foregoing certificate for the purposes therein
contained and expressed.

WITNESS my hand and official seal at ~~Patterson~~ Charlotte, North Carolina, this
28th day of April, 1969.

Emily S. Ducey
Notary Public

My Commission Expires: 12-28-69

(NOTARY SEAL)

STATE OF NORTH CAROLINA

COUNTY OF Mecklenburg

Be it remembered that on this 28th day of April, 1969, A. D., personally came before me, Emily S. Ducey, a Notary Public in and for said County and State, Martin Dell, President of Cellu-Products Co., Inc., a corporation of the State of North Carolina, party to the foregoing Certificate of Ownership and Merger, known to me personally to be such, and acknowledged the said Certificate to be his own act and deed and the act and deed of the said corporation; that the

signature of the President is his own proper handwriting; that the seal affixed is the common or corporate seal of said company; that the facts stated in said Certificate are true; and that his act of sealing, executing and delivering said Certificate was duly authorized by resolution of the directors of the said company.

Given under my hand and seal of office the day and date aforesaid.

Emily S. Dewey
Notary Public

My Commission Expires: 12-28-69

(NOTARY SEAL)

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State of Tennessee

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

WIDDINGTON, INC.

(a Tennessee Corporation)

INTO

CELLU-PRODUCTS CO., INC.

(a North Carolina Corporation)

AS THE SURVIVING AND CONTINUING CORPORATION

A40930

IDENTIF. REFERENCE

MAY 19 9 04 AM '69

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

MAY 19 69 MISC

A* 7.00 * 7.00

RECEIVED FEE, $ 5.00

RECEIVED TAX, $

TOTAL, $ 5.00