State of Delaware

Office of the Secretary of State BOOK 9590 PG 956

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"JEFFERSON SMURFIT CORPORATION (U.S.)", A DELAWARE CORPORATION,

WITH AND INTO "CONTAINER CORPORATION OF AMERICA" UNDER THE NAME OF "JEFFERSON SMURFIT CORPORATION (U.S.)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1994, AT 10:02 O'CLOCK A.M.

32666
IDENTIF. # REFERENCE

95 FEB -8 AM 9:44
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

Return To
National Code Corporation
225 W. 34th St., Suite 2110
New York, N.Y. 10122
(800) 221-0102 (212) 947-7200

0689217 8100M

950000453

Edward J. Freel, Secretary of State

AUTHENTICATION: 7360731

DATE: 01-03-95

CERTIFICATE OF OWNERSHIP AND MERGER

OF

JEFFERSON SMURFIT CORPORATION (U.S.)

INTO

CONTAINER CORPORATION OF AMERICA

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

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JEFFERSON SMURFIT CORPORATION (U.S.), a corporation formed under the laws of the State of Delaware, desiring to merge itself into CONTAINER CORPORATION OF AMERICA pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: that JEFFERSON SMURFIT CORPORATION (U.S.) is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 15th day of November, 1976.

SECOND: that CONTAINER CORPORATION OF AMERICA is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on the 9th day of October, 1968.

THIRD: that CONTAINER CORPORATION OF AMERICA is a wholly-owned subsidiary of JEFFERSON SMURFIT CORPORATION (U.S.).

FOURTH: that the merger of JEFFERSON SMURFIT CORPORATION (U.S.) into CONTAINER CORPORATION OF AMERICA has been approved by unanimous written consent of the holders of the outstanding stock of JEFFERSON SMURFIT CORPORATION (U.S.) entitled to vote thereon.

FIFTH: that the Board of Directors of JEFFERSON SMURFIT CORPORATION (U.S.), by resolutions adopted as of the 6th day of October, 1994, determined JEFFERSON SMURFIT CORPORATION (U.S.) shall be merged into CONTAINER CORPORATION OF AMERICA, that CONTAINER CORPORATION OF AMERICA shall assume all of the obligations of JEFFERSON SMURFIT CORPORATION (U.S.), that CONTAINER CORPORATION OF AMERICA shall change its name to JEFFERSON SMURFIT CORPORATION (U.S.), and that the capital stock of JEFFERSON SMURFIT CORPORATION (U.S.) shall be converted into an equal number of shares of the surviving corporation's stock, and the capital stock of CONTAINER CORPORATION OF AMERICA shall be cancelled, effective at the effective time of such merger. Said resolutions are as follows:

> RESOLVED, that upon merger of JSC ENTERPRISES, INC. into JEFFERSON SMURFIT CORPORATION (U.S.), that JEFFERSON SMURFIT CORPORATION (U.S.) merge itself into CONTAINER CORPORATION OF AMERICA, that CONTAINER CORPORATION OF AMERICA shall assume all of the obligations of JEFFERSON SMURFIT CORPORATION (U.S.), and that CONTAINER CORPORATION OF AMERICA shall change its name to JEFFERSON SMURFIT CORPORATION (U.S.), (effective at the effective time of such merger), with such merger to be effective as of 7:00 p.m. Eastern Standard Time on December 31, 1994.

FURTHER RESOLVED, that the proper officers of JEFFERSON SMURFIT CORPORATION (U.S.) be, and they hereby are, authorized and directed to do all other acts and things and to execute and deliver all documents and instruments as each of them shall deem necessary or appropriate to carry out the immediately foregoing resolution and to make and execute, in the name of such corporation and under its corporate seal and to file in the proper public offices, a Certificate of Ownership and Merger, setting forth a copy of the resolutions pertinent to such merger, the execution and delivery of any such documents and instruments to be conclusive evidence that same are authorized by this resolution.

SIXTH: that the merger of JEFFERSON SMURFIT CORPORATION (U.S.) into CONTAINER CORPORATION OF AMERICA shall be effective at 7:00 p.m., Eastern Standard time, on December 31, 1994.

IN WITNESS WHEREOF, said JEFFERSON SMURFIT CORPORATION (U.S.) has caused this Certificate to be executed by its officers thereunto duly authorized this 7th day of December, 1994.

JEFFERSON SMURFIT CORPORATION (U.S.)

By: M G Cleary
(Vice) President

ATTEST:

(Assistant) Secretary

Parcel 1:

A parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located between Batavia Street and the Louisville and Nashville Railroad, being part of the property conveyed to Gray and Dudley Company, of record in Book 4389, page 188, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the southerly margin of Batavia Street, the northwest corner of the property conveyed to Alton Boxboard Company, of record in Book 5204, page 567, R.O.D.C., said point being South 75 degrees 30 minutes West 363.09 feet from the westerly margin of 19th Avenue North; thence leaving said Batavia Street South 24 degrees 38 minutes East 359.70 feet to the northerly margin of The Louisville and Nashville Railroad, the southwest corner of said Alton Boxboard Company; thence with said Railroad South 51 degrees 12 minutes West 150 feet to a point; thence leaving said Railroad with a severance line across Gray and Dudley property North 24 degrees 56 minutes West 422.81 feet to the southerly margin of said Batavia Street; thence with said Batavia Street North 75 degrees 30 minutes East 150 feet to the point of beginning, containing 57,343 square feet, or 1.32 acres, more or less.

Being the same property conveyed to Alton Boxboard Company, an Illinois corporation, predecessor by merger and name change to Jefferson Smurfit Corporation, by deed from Gray and Dudley Company, a Tennessee corporation, of record in Book 5847, page 179, Register's Office for Davidson County, Tennessee. *

Parcel 2:

Land in Davidson County, Tennessee, being part of Lot No. 18 on the Plan of Harding Lytle Tract, as of record in Book 21, page 102, Register's Office for said County and part of the W. F. Cooper property south of said Lot No. 18, and being Tract No. 1-A shown on a survey made by Barge, Waggoner & Sumner, Inc., dated November 28, 1969, and described as follows:

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

Beginning at the southwest corner of the 19th Avenue North and Batavia Street; thence along the southerly margin of Batavia Street South 75 degrees 30 minutes West 363.09 feet to an iron pin at the northeast corner of Tract No. 1-B conveyed to Gray and Dudley Company, by deed from Nashville Paper Stock Company, of record in Book 4389, page 158, said Register's Office; thence with a fence and Gray and Dudley's line South 24 degrees 10 minutes East 362.03 feet to an iron pin on the northerly margin of L. & N. Railroad; thence with said Railroad North 51 degrees 12 minutes East 210.82 feet; thence South 75 degrees 30 minutes West 26.72 feet; thence North 51 degrees 12 minutes East 180 feet to the westerly margin of 19th Avenue North; thence with said Avenue North 25 degrees 30 minutes West 193.53 feet to the beginning.

Being the same property conveyed to Alton Box Board Company, a Delaware corporation, predecessor by merger and name change to Jefferson Smurfit Corporation, by deed from Consolidated Fibres, Inc., a Delaware corporation, of record in Book 5204, page 567, Register's Office for Davidson County, Tennessee. *

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