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04-30-1999



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kimberly-Clark Tissue Company

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Kimberly-Clark Tissue Company

Internal Address: Legal Department

Street Address: 401 North Lake Street

City: Neenah State: WI ZIP: 54956

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: 40

- Assignment
- Security Agreement
- Other Correction of Recordation of Change of Name Document
- Merger
- Change of Name

Execution Date: April 27, 1999.

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

966,495 and 669,919

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Boyd A. Tracy

Internal Address: Kimberly-Clark Corporation
Legal Department

Street Address: 401 North Lake Street

City: Neenah State: WI ZIP: 54956

6. Total number of applications and registrations involved: 2

(\$40 fee plus \$120 Expediting Fee = \$160 EACH)

7. Total fee (37 CFR 3.41).....\$ \$320.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

Kimberly-Clark Deposit Account #11-0875

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Boyd A. Tracy

Name of Person Signing

Signature

April 27, 1999

Date

Total number of pages including cover sheet, attachments, and documents: 11

**CERTIFICATE OF SECRETARY
OF
KIMBERLY-CLARK TISSUE COMPANY**

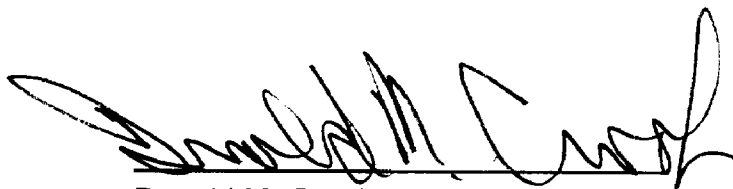
I, DONALD M. CROOK, HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of Kimberly-Clark Tissue Company, f/k/a Scott Paper Company, a Pennsylvania corporation (the "Corporation"), and I HEREBY FURTHER CERTIFY as follows:

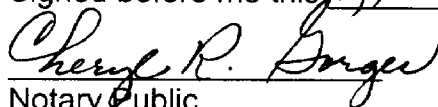
Attached hereto as Exhibit A is a true and correct copy of the Amended and Restated Articles of Incorporation as filed in the office of the Secretary of State of the Commonwealth of Pennsylvania on February 14, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and have affixed the seal of the Corporation on this 27th day of April, 1998.

KIMBERLY-CLARK TISSUE COMPANY

[Corporate Seal]


Donald M. Crook
Secretary

Signed before me this 27th day of April, 1999

Cheryl R. Berger
Notary Public

My Commission Expires:

September 2, 2001

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

112

KIMBERLY-CLARK TISSUE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0322167

MICROFILM NUMBER: 09612

0597-0601

CT CORP SYSTEM
COUNTER

TRADEMARK
REEL: 1848 FRAME: 0222

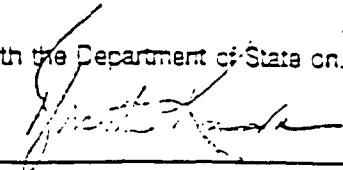
9612-597

FEB 14 1998

Microfilm Number _____

Filed with the Department of State on _____

City Number 322167


Secretary of the Commonwealth *Z*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

CSC3:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Scott Paper Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>Industrial Highway</u>				
(a) <u>at Tinicum Island Road</u>	<u>Phila.</u>	<u>PA</u>	<u>19113</u>	<u>Delaware</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988

4. The date of its incorporation is: November 29, 1922

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

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TRADEMARK
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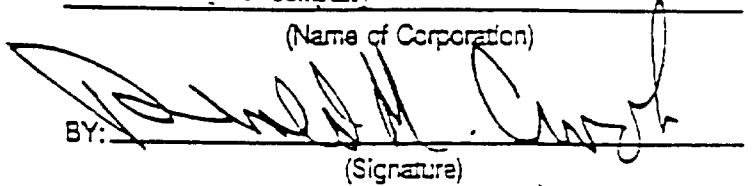
3. (Check if the amendment restates the Articles):

X The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 1st day of February, 1996.

Scott Paper Company

(Name of Corporation)

BY: 
(Signature)

TITLE: VICE PRESIDENT

EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIMBERLY-CLARK TISSUE COMPANY

- FIRST. The name of the Corporation is Scott Paper Company and shall now be changed to Kimberly-Clark Tissue Company.
- SECOND. The name of its commercial registered officer provider is CT Corporation System and the county of venue is Delaware.
- THIRD. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.
- FOURTH. The purpose or purposes for which the Corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania are to engage in, and to do any lawful act concerning, any or all lawful business for which corporations may be incorporated under said Business Corporation Law, including but not limited to, manufacturing, owning, using and dealing in personal property of every class and description, and acquiring, owning, using and disposing of real property of any nature whatsoever.
- FIFTH. The term for which the Corporation is to exist is perpetual.
- SIXTH. The authorized capital stock of the Corporation shall be 100 Common Shares, without par value.
- SEVENTH. The Corporation may issue shares, option rights or securities having conversion or option rights, without first offering them to shareholders of any class or classes.
- EIGHTH. The Board of Directors of the Corporation shall have authority to determine the character and value of the consideration for which shares having no par value shall be issued.
- NINTH.
1. Directors and Officers as Fiduciaries. A director or officer of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director or officer, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent with respect to the matters presented; counsel,

public accountants or other persons as to matters that the director or officer reasonably believes to be within the professional or expert competence of such person; or a committee of the Board of Directors upon which the director or officer does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the directors or officer reasonably believes to merit confidence. A director or officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or officer of the Corporation or any failure to take any action shall be presumed to be in the best interests of the Corporation.

2. Personal Liability of Directors. A director of the Corporation shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under these Articles, the bylaws or applicable provisions of law, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

3. Personal Liability of Officers. An officer of the Corporation shall not be personally liable, as such, to the Corporation or its shareholders, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature (including, without limitation, attorneys' fees and disbursements)) for any action taken, or any failure to take any action, unless the officer has breached or failed to perform the duties of his or her office under these Articles, the bylaws or applicable provisions of law, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

4. Interpretation of Article. The provisions of Sections 2 and 3 of this Article NINTH shall not apply to the responsibility or liability of a director or officer, as such, pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law. The provisions of this Article NINTH were adopted pursuant to the authority of the Pennsylvania Business Corporation Law, shall be effective as to any act or failure to act occurring on or after April 21, 1987, shall be deemed to be a contract with each director or officer of the Corporation who serves as such at any time while this Article is in effect, and each person who serves as a director or officer of the Corporation while this Article is in effect shall be deemed to be doing so in reliance on the provisions of this Article. The provisions of this Article are cumulative of and shall be in addition to and independent of any and all other limitations on the liabilities of directors or officers of the Corporation, as such, or rights of indemnification by the Corporation, to which a director or officer of the Corporation may be entitled, whether such limitations or rights arise under or are created by any statute, rule of law, bylaw,

agreement, vote of shareholders or directors or otherwise. No amendment to or repeal of this Article NINTH, nor the adoption of any provision of these Articles inconsistent with this Article, shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment, repeal or adoption of an inconsistent provision. In any action, suit or proceeding involving the application of the provisions of this Article NINTH, the party or parties challenging the right of a director or officer to the benefits of this Article shall have the burden of proof.

TENTH. Authority to make, alter, amend, and repeal the bylaws is hereby vested in the Board of Directors, subject to the power of the shareholders to change or repeal such bylaws.