

State of Delaware

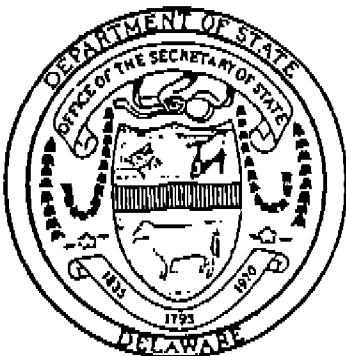
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION, STOCK CORPORATION OF ITW SC CORPORATION FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986, AT 10:03 O'CLOCK A.M.

|||||



866365378

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11103022

DATE: 02/03/1987

TRADEMARK
REEL: 2627 FRAME: 0848

FILED
10:03 AM
DEC 31 1986

CERTIFICATE OF DISSOLUTION OF THE
CERTIFICATE OF INCORPORATION
OF
ITW SC CORPORATION

[Signature]
SECRETARY OF STATE

THE UNDERSIGNED, being the stockholders of

ITW SC CORPORATION

a corporation created and existing under and by virtue of the laws of the State of Delaware, deeming it advisable and in the best interest of said corporation that the same should forthwith be dissolved, hereby consent to the dissolution of said corporation, as provided for by Section 275 of the General Corporation Law of the State of Delaware, and do sign this consent to the end that it may be filed in the office of the Secretary of the State of Delaware, as provided by law.

WITNESS MY HAND, this 30th day of December, 1986.

ITW SUPPLY CORPORATION

By: *[Signature]*

ITW TRAY CORPORATION

By: *[Signature]*

ITW ENTERPRISE CORPORATION

By: *[Signature]*

CERTIFICATE OF SECRETARY

BOOK 430 PAGE 0041

I, ARTHUR M. WRIGHT, Secretary of ITW SC Corporation in accordance with the requirements of the General Corporation Law of the State of Delaware and in order to obtain the dissolution of said corporation, as provided in said Law, DO HEREBY CERTIFY AS FOLLOWS:

The registered office of ITW SC Corporation in the State of Delaware is at 1209 Orange Street, City of Wilmington, in the County of New Castle, and the agent in charge thereof is The Corporation Trust Company.

The dissolution of said corporation has been duly authorize in accordance with the provisions of Section 275 of the General Corporation Law of the State of Delaware.

The following is a list of the names and addresses of the directors of the said corporation.

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|-------------------------------------|
| John D. Nichols | 8501 W. Higgins Rd. - Chicago 60631 |
| David B. Smith | 8501 W. Higgins Rd. - Chicago 60631 |
| Arthur M. Wright | 8501 W. Higgins Rd. - Chicago 60631 |

The following is a list of the names and addresses of the officers of the corporation:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|-------------------|---------------------|-------------------------------------|
| J. Thomas Schanck | Chairman | 8501 W. Higgins Rd. - Chicago 60631 |
| H. B. Smith, Jr. | President | 8501 W. Higgins Rd. - Chicago 60631 |
| David B. Smith | VP and Treasurer | 8501 W. Higgins Rd. - Chicago 60631 |
| Arthur M. Wright | VP and Secretary | 8501 W. Higgins Rd. - Chicago 60631 |
| Jill G. Maltezos | Asst. Secretary | 8501 W. Higgins Rd. - Chicago 60631 |

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FEB 6 1987

William M. Honey, Recorder



TRADEMARK

REEL: 2627 FRAME: 0851

ITW SC CORPORATION
UNANIMOUS WRITTEN CONSENT
OF DIRECTORS IN LIEU OF MEETING

The undersigned, being all of the directors of the above designated corporation, hereby consent and agree in lieu of a meeting of said directors, to the adoption of the following resolution:

RESOLVED: That ITW SC Corporation shall immediately commence the process of discontinuing its operations.

FURTHER RESOLVED: That the management of the Corporation make appropriate provision so that all creditors will be paid in full and that all necessary and appropriate tax returns will be filed with the appropriate government units.


FURTHER RESOLVED: That after the completion of the foregoing, all patents and technology relating to the Paslode business and the shares of Signode Supply Corporation shall be distributed to stockholder ITW Supply Corporation, the assets and technology of the dual ovenable tray business (to be shown on a separate schedule to be attached to this consent) shall be distributed to stockholder Performance Packaging Corporation, the assets of its other venture businesses (to be shown on a separate schedule to be attached to this consent) shall be distributed to stockholder ITW Enterprises Corporation, and all of the remaining assets and debts, if any, of the Corporation shall be distributed to stockholder Ricks Exploration Company (to be renamed Signode Corporation), in exchange for the surrender and cancellation of the outstanding stock of the Corporation held by each of said stockholders and subject to the filing of the appropriate certificate of dissolution of the Corporation with the state of its incorporation.

This consent shall have the same force and effect as a unanimous vote of all of the directors of the Corporation at a duly called meeting of the Board of Directors of said Corporation, whether nor not executed in several counterparts.

Dated as of the 29th day of December, 1986, to be effective at the close of business on the 31st day of December, 1986.



John D. Nichols



David B. Smith



Arthur M. Wright

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