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State of Delaware
Office of the Secretary of State

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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 MERGER OF "TENNECO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

Inscription	
RNM	324782
Date	07/08/2001 REG NAL MARQUES
Lieu	INPI PARIS
No Operation	



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0412557

DATE: 05-01-00

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 10/29/1999
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CERTIFICATE OF MERGER
OF
TENNESCO PACKAGING SPECIALTY AND CONSUMER PRODUCTS INC.
WITH AND INTO
TENNESCO PACKAGING INC.

(Under Section 251 of the General
Corporation Law of the State of Delaware)


Tenneco Packaging Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Tenneco Packaging Specialty and Consumer Products Inc., a Delaware corporation ("Specialty"); and
 - (b) Tenneco Packaging Inc., a Delaware corporation ("TPI").
2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of October 29, 1999, between TPI and Specialty has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and Section 228 by the written consent of their respective sole stockholder) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Tenneco Packaging Inc. (the "Surviving Corporation").
4. The Certificate of Incorporation of TPI as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 1900 West Field Court, Lake Forest, Illinois 60045.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.
7. This Certificate of Merger, and the merger effected hereby, shall become effective as of the close of business on October 29, 1999.

ALFI-3011705-1

IN WITNESS WHEREOF, Tenneco Packaging Inc. has caused this certificate to be signed as of the 29th day of October, 1999.

TENNECO PACKAGING INC.

By: 
Richard L. Wambold
President