

**CERTIFICATE OF AMENLMENT OF
CERTIFICATE OF INCORPORATION OF
TENNECO PROTECTIVE PACKAGING INC.**

TENNECO PROTECTIVE PACKAGING INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by Unanimous Written Consent dated as of November 10, 1999, adopted a resolution setting forth a proposed Amendment to the Certificate of Incorporation of the Company, declaring said Amendment to be advisable. The resolution setting forth the proposed Amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Company be amended by deleting in its entirety Article 1 thereof, and by inserting in lieu thereof the provision hereinafter set forth so that the said Article 1 shall be and read as follows:

" 1. The name of the corporation is Pactiv Protective Packaging Inc."

SECOND: That thereafter, said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock entitled to vote thereon by a written Consent given in accordance with the provisions of Section 228 of the General

Corporation Law of the State of Delaware and filed with the Company on November 10, 1999.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TENNECO PROTECTIVE PACKAGING INC. has caused this Certificate to be signed by its Vice President, and its corporate seal to be hereunto affixed and attested by the Assistant Secretary, this 10th day of November, 1999.

TENNECO PROTECTIVE PACKAGING INC.

By: *James V. Faulkner, Jr.*
James V. Faulkner, Jr.
Vice President

ATTEST:

By: *Lynn J. Carter*
Lynn J. Carter
Assistant Secretary

11059908.PPT