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CERTIFICATE OF MERGER  
OF  
BROOKS-SCANLON, INC.  
INTO

BOOK 65 PAGE 673

DIAMOND INTERNATIONAL CORPORATION Vol. 780 Page 17141

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

| <u>NAME</u>                       | <u>STATE OF INCORPORATION</u> |
|-----------------------------------|-------------------------------|
| BROOKS-SCANLON, INC.              | Delaware                      |
| DIAMOND INTERNATIONAL CORPORATION | Delaware                      |

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is DIAMOND INTERNATIONAL CORPORATION.

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FOURTH: The Certificate of Incorporation of DIAMOND INTERNATIONAL CORPORATION shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: 733 Third Avenue, New York, New York 10017.

SIXTH: 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 either constituent corporation.

Dated: June 17, 1980

DIAMOND INTERNATIONAL CORPORATION

By William J. Hask  
President

ATTEST:

By Eugene Pascale  
Secretary



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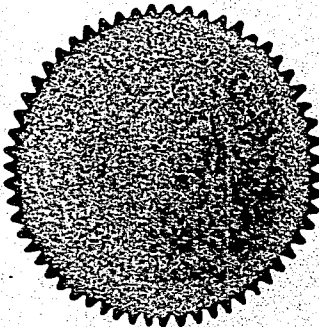
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# State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Merger of the "BROOKS-SCANLON, INC.", merging with and into the  
"DIAMOND INTERNATIONAL CORPORATION", under the name of "DIAMOND INTERNATIONAL  
CORPORATION", as received and filed in this office the seventeenth day of June,  
A.D. 1980, at 12:15 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this seventeenth day  
of June in the year of our Lord  
one thousand nine hundred and eighty.

  
*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

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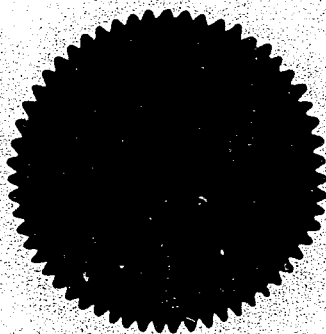


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INTERNATIONAL CORPORATION", under the name of "DIAMOND INTERNATIONAL CORPORATION", as  
received and filed in this office the seventeenth day of June, A.D. 1980, at 12:15 o'clock  
P.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-seventh day  
of June in the year of our Lord  
one thousand nine hundred and eighty.



*Glenn C. Kenton*  
Glenn C. Kenton, Secretary of State