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Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

100003042651--3
-11/12/99--01065--020
*****35.00 *****35.00

CORPORATION(S) NAME

Tenneco Packaging Inc.
changing name to: Pactiv Corporation

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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THANKS

LAURA EARNEST

N.C.

C. COULLIETTE NOV 15 1999

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Tenneco Packaging Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 2, 1984

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TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

November 4, 1999

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Pactiv Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

James V. Faulkner, Jr.
Signature
Name and Title
James V. Faulkner, Jr., Vice
President

November 4, 1999
Date

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "TENNECO PACKAGING INC.", CHANGING ITS NAME FROM "TENNECO PACKAGING INC." TO "PACTIV CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 1999, AT 4:01 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0624402 8100

991475363

AUTHENTICATION:

0070624

DATE:

11-09-99

FROM RICHARDS, LAYTON & FINGER #1

(THU) 11. 4' 99 16:37/ST. 16:31/NO. 4861004503 P 16

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
TENNECO PACKAGING INC.

Tenneco Packaging Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST thereof and inserting the following in lieu thereof:

"FIRST. The name of the Corporation is Pactiv Corporation."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 (by the written consent of the sole stockholder of the Corporation) of the General Corporation Law of the State of Delaware.

3. This Certificate of Amendment, and the amendment effected hereby, shall become effective at 4:01 p.m., Eastern Standard Time, on November 4, 1999.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:01 PM 11/04/1999
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11/08/99

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NO.811

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FROM RICHARDS, LAYTON & FINGER #1

(THU) 11. 4 '99 16:37/ST. 16:31/NO. 4861004503 P 17

IN WITNESS WHEREOF, Tenneco Packaging Inc. has caused
this Certificate to be executed by its duly authorized officer, on
this 4th day of November, 1999.

TENNECO PACKAGING INC.

By: 

Richard L. Wambold
President