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C T Corporation System  
 Requestor's Name  
 660 East Jefferson Street  
 Address  
 Tallahassee, FL 32301  
 City State Zip Phone

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 \*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*Packaging Corporation of America*

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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- Amendment
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Tenneco  
1900 West Field Court  
Lake Forest, Illinois 60045  
Tel 847 482 2000



March 5, 1999

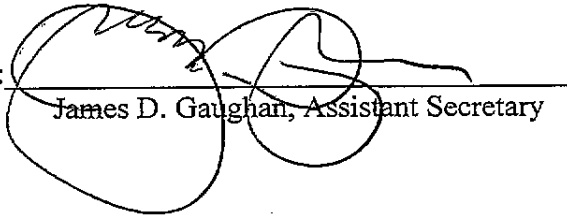
To: Jim Smith  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: PACKAGING CORPORATION OF AMERICA

The undersigned, a Nevada corporation, hereby transfers to Packaging Corporation of America, a Delaware corporation, the right to use the name "Packaging Corporation of America". The name was registered in the State of Florida on December 7, 1998 for the calendar year 1999.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

PACKAGING CORPORATION OF AMERICA

By:   
James D. Gaughan, Assistant Secretary

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. Packaging Corporation of America  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
  
2. Delaware  
(State or country under the law of which it is incorporated)
  
3. 36-4277050  
(FEI number, if applicable)
  
4. January 25, 1999  
(Date of incorporation)
  
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
  
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
  
7. 1900 West Field Court, Lake Forest, Illinois 60045  
  
(Current mailing address)
  
8. See attached purpose clause  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
  
9. Name and street address of Florida registered agent:

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine  
Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

C T Corporation System

  
(Registered agent's signature) (Officer)

Francis P. Regan, Asst Secy  
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Samuel M. Menco

Address: 1900 West Field Court

Lake Forest, Illinois 60045

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas S. Souleles, Vice President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

## **Purpose Clause of Packaging Corporation of America**

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To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law provided that the corporation shall not engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
Packaging Corporation of America**

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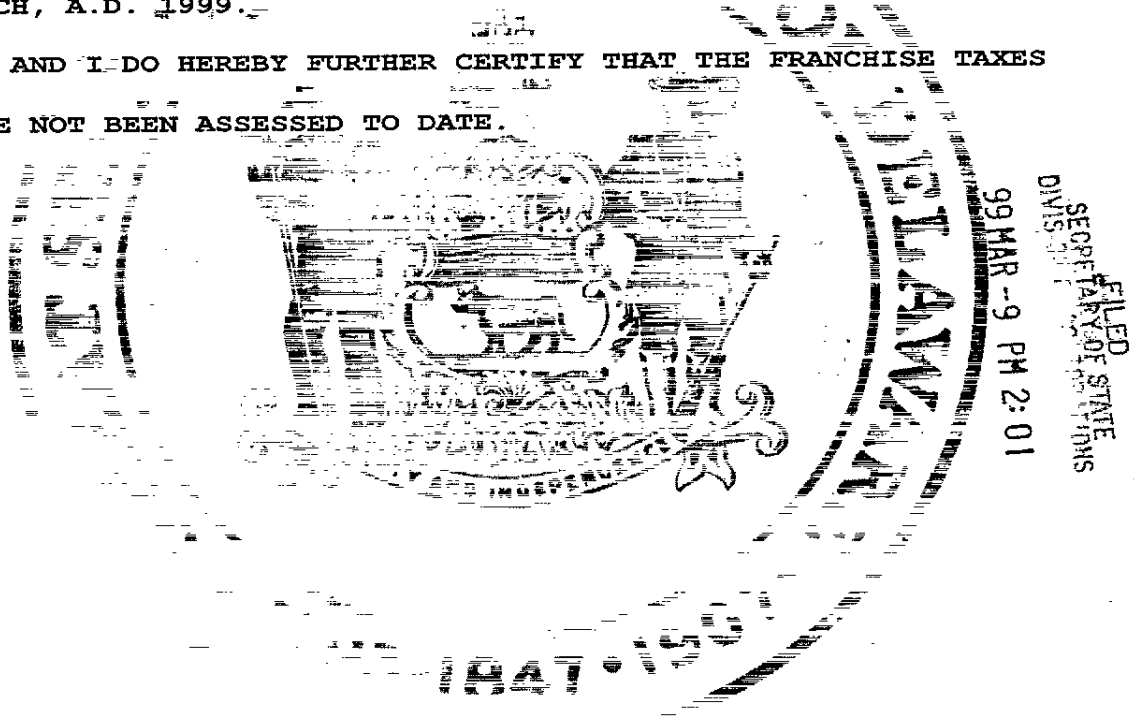
1. Samuel M. Menco, President  
1900 West Field Court  
Lake Forest, Illinois 60045
2. Thomas S. Souleles, Vice President and Secretary  
1900 West Field Court  
Lake Forest, Illinois 60045
3. Paul T. Stecko, Chief Executive Officer  
1900 West Field Court  
Lake Forest, Illinois 60045

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACKAGING CORPORATION OF AMERICA" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9611982

DATE:

03-05-99