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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

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WEST VIRGINIA PULP AND PAPER COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of West Virginia Pulp and Paper Company held on December 24, 1968, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring this amendment to be advisable and directing that the proposed amendment be considered at the annual meeting of the shareholders of the Corporation to be held on February 25, 1969. The resolution setting forth the proposed amendment is as follows:

RESOLVED that the Board of Directors proposes and declares it advisable that the Certificate of Incorporation of the Company be amended by deleting the provisions of Article FIRST and substituting in lieu thereof the following provision:

"The name of this Corporation is Westvaco Corporation."

SECOND: That pursuant to resolution of its Board of Directors the annual meeting of the shareholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in force of the amendment

THIRD: That the amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law

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