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State of Delaware



Office of Secretary of State

J. Elisha C. Dukes, Secretary of State of the State of Delaware,

do hereby certify that the Plan and Agreement of Merger between "UNITED STATES GYPSUM COMPANY", an Illinois Corporation, and "U S G CORPORATION", a Delaware Corporation, was received and filed in this office the twenty-seventh day of June, A.D. 1966, at 10:00 o'clock A.M.; that under the terms of said Plan and Agreement of Merger "UNITED STATES GYPSUM COMPANY", an Illinois Corporation, was merged into "U S G CORPORATION", a Delaware Corporation, which was the surviving corporation, effective at the close of business June 30, 1966; and that the name of said surviving corporation was at the same time changed to "UNITED STATES GYPSUM COMPANY".

And I do further certify that "UNITED STATES GYPSUM COMPANY", the surviving corporation, is governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this twenty-second day of August in the year of our Lord one thousand nine hundred and sixty-six.

OF ALA., SHELBY CO.,
BY THIS INSTRUMENT
FILED ON 8 AM

9 19 1966

RECORDED & \$ MTG. TAX

DEED TAX HAS BEEN
PD. ON THIS INSTRUMENT.

Conrad M. Fawcett
JUDGE OF PROBATE

Elisha C. Dukes

Secretary of State

J. L. Hovins

Asst. Secretary of State