

1167153

(X)

ARTICLES OF AMENDMENT

TO THE

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

OF

I Herby certify that the foregoing has been filed
and approved on this 5 day of October
in the office of this Division and hereby issue
this Certificate thereof.

HUNTSMAN PACKAGING CORPORATION DELAYED EFFECTIVE DATE

Examiner [Signature] Date 10/10/00



LORNA K. PEDERSON
DIVISION DIRECTOR

Effective October 9, 2000 at 12:01 a.m. MDT

In accordance with Section 16-10a-1006 of the Utah Revised Business Corporation Act ("URBCA"), Huntsman Packaging Corporation, a Utah corporation (the "Corporation"), hereby declares and certifies as follows:

FILED

OCT 05 2000

Utah Div. Of Corp. & Comm. Code

1. The name of the Corporation is Huntsman Packaging Corporation.
2. Article I of the Third Amended and Restated Articles of Incorporation of the Corporation (the "Articles") has been amended (the "Amendment") to delete Article I of the Articles in its entirety and to substitute the following provision:

Article I.

FILED

OCT 05 2000

Utah Div. Of Corp. & Comm. Code

- The name of the corporation is Pliant Corporation.
3. The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
4. The Amendment was adopted as of September 20, 2000 in accordance with the provisions of the URBCA.
5. The Amendment was approved by the shareholders of the Corporation (the "Shareholders"). The designation, number of outstanding shares, number of votes entitled to be cast by each voting group, number of votes of each voting group indisputably represented, and the total number of votes cast for and against the Amendment were as follows:

<u>Designation</u>	<u>Outstanding Shares</u>	<u>Votes Entitled to be Cast</u>	<u>Votes Represented</u>	<u>Votes For</u>	<u>Votes Against</u>
Common Stock	574,006	574,006	547,517	547,517	0
				Date:	10/05/2000

Receipt Number: 130733

Amount Paid: \$100.00

EXPEDITE

The number of votes cast for the Amendment was sufficient for approval.

6. Pursuant to Section 16-10a-123 of the URBCA, these Articles of Amendment shall be effective on October 9, 2000 at 12:01 a.m. Mountain Daylight Time.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the Corporation on October 5, 2000.

Huntsman Packaging Corporation, a Utah
corporation



Ronald G. Moffitt
Executive Vice President and
General Counsel

MAILING ADDRESS

If, upon completion of filing of the above Articles of Amendment, the Utah Department of Commerce, Division of Corporations and Commercial Code elects to send a copy of the Articles of Amendment to Huntsman Packaging Corporation by mail, the address to which the copy should be mailed is:

Nathan W. Jones, Esq.
Stoel Rives LLP
201 South Main Street, Suite 1100
Salt Lake City, Utah 84111



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

Registration Number: CO 160586
Business Name: PLIANT CORPORATION
Registered Date: APRIL 20, 1992

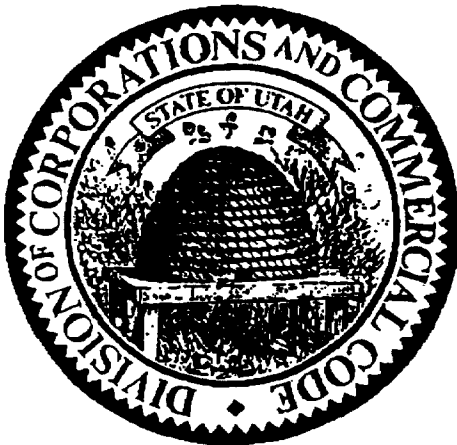
10/06/00

**CERTIFIED COPY OF
THE ARTICLES OF AMENDMENT TO THE THIRD AMENDED
AND RESTATED ARTICLES OF INCORPORATION**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY
CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES
OF

PLIANT CORPORATION

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Lorena Riffo-Jenson
Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

RECORDED: 05/22/2003

PATENT
REEL: 014090 FRAME: 0737