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File Number

0039 567 0

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Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF AMERICAN NATIONAL CAN COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 29th *day of* JULY *AD 19* 88 *and of the Independence of the United States the two hundred and* 13th *.*

Jim Edgar
SECRETARY OF STATE

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3 3 3 7 7 06438-567-8

BCA-13.40 (Rev. Jul. 1984)

JIM EDGAR
Secretary of State
State of Illinois

File #

This Space For Use By
Secretary of State

Date

License Fee \$
Franchise Tax \$
Filing Fee \$
Penalties \$

Clerk

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is NATIONAL CAN CORPORATION

and, if a change of name is being reported, the new corporate name is

AMERICAN NATIONAL CAN COMPANY

2. State or Country of Incorporation Delaware; Date of Incorporation 11/20/29; Period of Duration Perpetual.

3. The address of its principal office, wherever located, is 8101 Higgins Road,
Chicago, Illinois 60631

and the address of its principal office in Illinois is same

4. The name and address of its registered agent and its registered office are:

Registered Agent	C T CORPORATION SYSTEM		
	First Name	Middle Name	Last Name
Registered Office	c/o C T CORPORATION SYSTEM, 200 S. La Salle Street		
	Number	Street	Suite # (A P.O. box alone is not acceptable)
	Chicago	60604	Cook
	City	Zip Code	County

5. The states and countries in which it is admitted or qualified to transact business are:

6. The names and residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	SEE			
Secretary	ATTACHED			
Director			RIDER	
Director				
Director				

If more than 3, attach list

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Form BCA-13.40

File No. _____

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN ILLINOIS**

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee.

FILED

JUL 29 1988
JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

C-196

Dated May 26, 1987 attested by William A. Francois
(Signature of Secretary or Assistant Secretary)
Secretary
(Type or Print Name and Title)

by Leonard C. Everson
(Signature of President or Vice President)
Senior Vice President
(Type or Print Name and Title)

NATIONAL CAN CORPORATION
(Exact Name of Corporation)

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

9. The amount of paid-in capital* is \$ 240,179,421.
***Paid-in Capital** replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$ 5.00	20,000,000	9,939,927
Preferred	\$ 1.00	500,000	175,000

8. The number of shares which it is authorized to issue and which it has issued are:

the manufacture, sale and distribution of cans, packaging and all related items.

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
If not sufficient space to cover this point, add one or more sheets of this size

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DIRECTORS & OFFICERS OF AMERICAN NATIONAL CAN COMPANY

DIRECTORS

Frank W. Considine	165 Thorn Tree Lane Winnetka, IL 60093
John D. Gray	1416 N. Astor Chicago, IL 60610
John L. Hanigan	11517 Turtle Beach Road Lost Tree Village North Palm Beach, FL 33408
William J. Heffner	2310 Spring Lake Drive Timonium, MD 21093
Frederick W. McCarthy	65 East India Row - Apt. 28C Boston, MA 02110
Peter W. May	895 Park Avenue Apt. 14/15A New York, NY 10021
Roland H. Meyer	27W751 Swan Lake Drive Wheaton, IL 60187
Nelson Peltz	543 Byram Lake Road Mt. Kisco, NY 10549
Robert P. Reuss	1148 Avenue Le Provence Naperville, IL 60540
Louis F. Umsted	333 South Elm Hinsdale, IL 60521

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DIRECTORS & OFFICERS OF AMERICAN NATIONAL CAN COMPANY

OFFICERS:

Frank W. Considine Chairman of the Board, President & Chief Executive Officer	165 Thorn Tree Lane Winnetka, IL 60093
Roland H. Meyer Vice Chairman	27W751 Swan Lake Drive Wheaton, IL 60187
Louis F. Unsted Vice Chairman	333 South Elm Hinsdale, IL 60521
John F. Hildner Exec. Vice President - Food Sales & Marketing, Metal Container	16 Rolfs Drive Danbury, CT 06810
Henry R. Martin Exec. Vice President - Performance Plastics	15 Andrews Road Greenwich, CT 06830
Walter T. Stelzel Exec. Vice President - Finance, Chief Financial Officer & Chief Accounting Officer	330 Ridge Road Barrington Hills, IL 60010
Jack H. Turner Exec. Vice President - International	22W410 McCarron Road Glen Ellyn, IL 60137
J. Richard Woods Exec. Vice President - Diversified Packaging	382 Basswood Lake Forest, IL 60045
William K. Zoon Exec. Vice President - Operations Services	1593 Whitley Road Naperville, IL 60540
Neil N. Chernikoff Sr. Vice President - Engineering	3265 Old Mill Road Northbrook, IL 60062
Leonard C. Everson Sr. Vice President & General Counsel	74 Woodland Road Lake Forest, IL 60045
Edward J. Fitzgerald Sr. Vice President - Finance & MIS	25 Scott Ridge Road Ridgefield, CT 06877
Jerald L. Pangborn Sr. Vice President - Human Resources	27175 North Henry Lane Barrington, IL 60010
William J. Baker Vice President - Personnel	19 Sunswept Road New Fairfield, CT 06812
Donald G. Brungard Vice President - MIS	38W443 Woodhill Lane St. Charles, IL 60174

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William A. Francois Vice President, Assoc. General Counsel & Secretary	326 Earls Court Deerfield, IL 60015
Gilbert M. Kapelman Vice President & Assoc. General Counsel	86 Logan Road New Canaan, CT 06840
Arnold A. Kopetz Vice President - Research & Development	14 Penny Road Barrington, IL 60010
John M. Schemm, Jr. Vice President - Industrial Relations	1365 Kingsdale Road Hoffman Estates, IL 60194
E. James Schneiders Vice President - Planning	505 Hoyt Lane Winnetka, IL 60093
Alan H. Schumacher Vice President & Controller	5N026 Stonebridge Lane St. Charles, IL 60174
Stanley Shapiro Vice President - Research & Development Operations	8818 North Kolmar Skokie, IL 60076
Ronald A. Steitz Vice President & Treasurer	700 Wingate Road Glen Ellyn, IL 60137
Patrick F. Van Keuren Vice President - Government Affairs	97 Washington Post Road Wilton, CT 06897
Donald G. Wanfalt Vice President - Corporate Finance	2500 Lakeview #1605 Chicago, IL 60614
Larry R. Williams Vice President - Purchasing & Distribution	53 North Green Bay Road Lake Forest, IL 60045
Richard A. Kabaker Assistant Secretary	2805 Lexington Lane #3 Highland Park, IL 60035
Donald L. Rice Assistant Treasurer	2808 Mill Creek Lane Rolling Meadows, IL 60008
Shirley L. Rice Assistant Controller	4601 North Grace Schiller Park, IL 60176
Robert A. Stenzel Assistant Secretary	516 East Fairview Arlington Heights, IL 60005

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RECORDING DESK
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Property of Cook County Clerk's Office

-88-377745

COOK COUNTY RECORDER

#0366 # D * -88-377745

T#4444 TRAN 1696 08/19/88 11:23:00

DEPT-01

\$17.00

REC-01

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