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File Number 51509369 26 6 1 9 7 1

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**Whereas,** ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF

SOLO CUP COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE 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.

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*Now Therefore, I, George H. Ryan, 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* 12th

*day of* December *A.D. 19* 91 *and*

*of the Independence of the United States*

*the two hundred and* 16th



*George H Ryan*  
SECRETARY OF STATE

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Form **BCA-10.30**

## ARTICLES OF AMENDMENT

(Rev. Jan. 1991)

File #

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961

# FILED

SUBMIT IN DUPLICATE

DEC 12 1991

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 12-12-91

Franchise Tax \$  
Filing Fee \$ 100.00  
Penalty \$

Approved: MR

Remit payment in check or money order, payable to "Secretary of State."

1. CORPORATE NAME: Solo Cup Company (F/k/a LJR Realty Company) (Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on as of October 30, 1991 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment. (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders, who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is RESOLVED, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

SEE ATTACHMENT A, ATTACHED HERETO AND MADE A PART HEREOF.

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3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No change

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

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COOK COUNTY RECORDER

No change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

Before Amendment After Amendment

Paid in Capital

\$ \_\_\_\_\_ \$ \_\_\_\_\_

(Complete either Item 5 or 6 below)

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

Dated October 31, 1991, 19 \_\_\_\_\_

attested by E. Leo Carter, Secretary  
(Signature of Secretary or Assistant Secretary)

by Ronald L. Whaley, Vice President  
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

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

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Dated \_\_\_\_\_, 19 \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*[Handwritten signature]*

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Attachment A

RESOLVED, that the Articles of Incorporation of the Corporation be amended (in Article Five, Paragraph 1) and restated in their entirety to read as follows:

ARTICLE ONE: The name of the Corporation is Solo Cup Company. The Corporation was incorporated on June 21, 1984 under the name LJR Realty Company and its Articles of Incorporation were amended effective March 31, 1991 to change its name to Solo Cup Company.

ARTICLE TWO: The name and address of the registered agent and registered office as of the date of filing these Restated Articles of Incorporation are:

Shayle P. Fox  
233 South Wacker Drive  
Suite 7818  
Chicago, Cook County, Illinois 60606

ARTICLE THREE: The duration of the Corporation is perpetual.

ARTICLE FOUR: The purposes for which the Corporation is organized are: to engage in the ownership, purchase, sale and leasing of real estate, to do each and every act necessary to fulfill such purposes, and to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Business Corporation Act.

ARTICLE FIVE: Paragraph 1: The number of authorized shares shall be amended to be as follows:

<u>Class</u>	<u>Par Value</u>	<u>Number of Shares Authorized</u>
Class A Nonvoting Common Shares	\$.01	17,000,000
Class B Voting Common Shares	\$.01	100,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of each class are:

(a) The Class A Nonvoting Common Shares and Class B Voting Common Shares (collectively, the "Common Shares") shall participate share and share alike in all dividends and distributions of assets upon liquidation or otherwise and shall be identical in all other respects, except that the holders of the Class A Nonvoting Common Shares shall have no voting power for any purpose whatsoever (and no holder thereof shall be entitled to receive any notice of any meeting of shareholders), save as otherwise provided by law, and the holders of the Class B Voting Common Shares of the Corporation shall have full voting power for all purposes, save as otherwise required by law. In case of any split-up or reverse split of

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Common Shares, the number of Class A Nonvoting Common Shares and the number of Class B Voting Common Shares shall be increased or decreased, as the case may be, in the same proportion, share and share alike.

ARTICLE SIX: The number of shares of each class issued on the date of filing these Restated Articles of Incorporation is as follows:

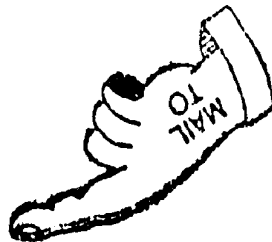
Class A Nonvoting Common	9,942,526
Class B Voting Common	57,474

ARTICLE SEVEN: The paid-in capital of the Corporation as of the date of filing these Restated Articles of Incorporation is \$132,165,279.

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PREPARED BY AND  
AFTER RECORDING  
RETURN TO:



Robert M. Mintz  
Fox and Grove, Chartered  
233 S. Wacker Drive, Suite 7813  
Chicago, IL 60606-6404

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