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11-08-2000

R SHEET



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U.S. DEPARTMENT OF COMMERCE

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Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies): Huntsman Packaging Corp

- Individual(s)
- General Partnership
- Corporation - State of Utah
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 9, 2000

2. Name and address of receiving party(ies):

Name: Pliant Corporation
 Address: 2755 E. Cottonwood Parkway, Suite 400
 City: Salt Lake City State: Utah Zip: 84121

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Utah
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)

Additional name(s) & Address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) (See Attachment "A" for list of Trademark Applications/Registrations)

Additional numbers attached? Yes No

1483437

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael E. Mangelson

Telephone: (801) 328-3131

Address: Stoel Rives LLP
One Utah Center
201 South Main, Ste. 1000

City: Salt Lake City State: Utah Zip: 84111-4904

6. Total number of applications and registrations

involved: 48

7. Total Fee (37 CFR 3.41): \$1,215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4455

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ronald G. Moffitt, Executive VP
 Name of Person Signing

Ronald G. Moffitt
 Signature

10-5-00
 Date

1/07/2000 DBYRNF 00000165 1483437

01 FC:481 02 P:489 00.00 11:5 00 00

ATTACHMENT "A"**Huntsman Packaging Corporation
U.S. Trademark Applications/Registrations**

MARK	FILING/REGISTRATION DATE	SERIAL/REGISTRATION NO.
703DC	April 5, 1988	1,483,437
ARCTICWRAP	November 7, 1989	1,564,492
BFO	June 12, 1990	1,600,830
BLAST	May 23, 2000	76/054,374
BLESSINGS	December 21, 1999	2,301,570
CHEEZFILM	October 11, 1994	1,857,675
CHEEZFILM	August 5, 1986	1,404,004
CHOICE-WRAP	October 1, 1968	857,929
CLOUD NINE and Design	September 10, 1985	1,359,201
CO-EX PLASTICS	May 16, 1989	1,539,303
COOLWAVE	February 22, 1999	75/645,387
CT FILM and Design	July 17, 1984	1,286,012
DP and Design	February 5, 1974	977,946
DUBL-PAK	July 9, 1968	852,101
EDIGARD	March 17, 1998	75/451,597
ELASTIFILM	29 August, 1978	1,100,744
ELASTIFILM ULTRA	April 13, 1999	2,238,366
FRY-PAK	March 5, 1996	1,959,770
GROWFILM	August 24, 1982	1,206,169
H and Design	October 12, 1999	2,284,746
H and Design	October 12, 1999	2,284,747
HL	June 12, 1990	1,600,831
MAXILENE	February 14, 1984	1,267,132
OMNIFILM	September 14, 1982	1,208,308

OPTIFRESH	March 17, 1998	75/451,583
OPTX	September 20, 2000	76/131,982
PERMA-BLOCK	January 16, 1996	1,947,873
P and Design	September 28, 2000	Pending
P PLIANT CORPORATION and Design	September 28, 2000	Pending
P PLIANT CORPORATION FILMS. PACKAGING. RESULTS. and Design	September 28, 2000	Pending
PHASE PLUS	September 5, 1995	1,916,417
PLIANT CORPORATION	May 16, 2000	76/049,537
PLYLENE	August 8, 1978	1,098,786
POLY STAR	June 19, 1990	1,602,283
PP and Design	April 29, 1980	1,134,158
PRIME-WRAP	November 22, 1966	819,118
SECURALL	February 4, 1986	1,381,419
SHO CASE	March 10, 1992	1,678,544
STRATA	April 19, 1988	1,485,267
TAURUS and Design	June 22, 1982	1,198,793
TOUGH GUARD	July 9, 1974	987,894
UNIVOH	July 8, 1997	2,077,576
VITAFILM	August 20, 1946	422,922
VITAFRESH	January 12, 1982	1,185,722
VITASPENSER	April 1, 1967	2,049,615
VITAWRAP	November 21, 1967	839,152
WINWRAP	March 7, 1995	1,882,217
YIELDMASTER	May 4, 1999	2,243,544



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

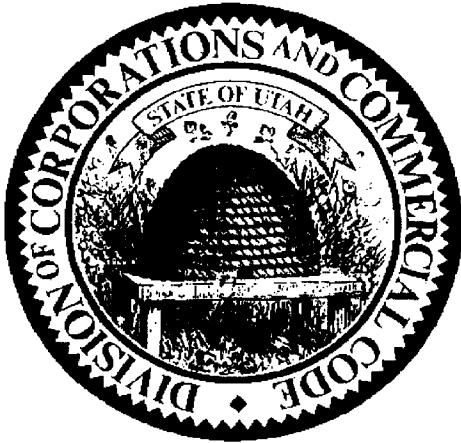
10/06/00

**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

**TRADEMARK
REEL: 002169 FRAME: 0575**

CO 160986
1167133

(XS)

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 hereby certify that the foregoing has been filed and approved on this 5 day of OCT 2000 in the office of this Division and hereby issue this Certificate thereof.

HUNTSMAN PACKAGING CORPORATION
DELAYED EFFECTIVE DATE

Examiner _____ Date 10/10/00

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



LORNA R. JOHNSON
DIVISION DIRECTOR

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

- The name of the Corporation is Huntsman Packaging Corporation.
- 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.
- The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- The Amendment was adopted as of September 20, 2000 in accordance with the provisions of the URBCA.
- 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:

(JBB)

Designation	Outstanding Shares	Votes Entitled to be Cast	Votes Represented	Votes For	Votes Against
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