

THE STATE OF SOUTH CAROLINA

EXECUTIVE DEPARTMENT

1065

By the Secretary of State

Whereas, E. L. EMERY, S. M. WADE, J. F. BRANNOCK, E. L. EMERY, JR. and BEN C. THORNTON

FILED GREENVILLE CO. S.C. MAY 4 3 37 PM 1956 OLLIE FARNSWORTH R.M.C.

a majority of the Board of Directors of

EMERY-HILL STORES COMPANY (Greenville, S.C.)

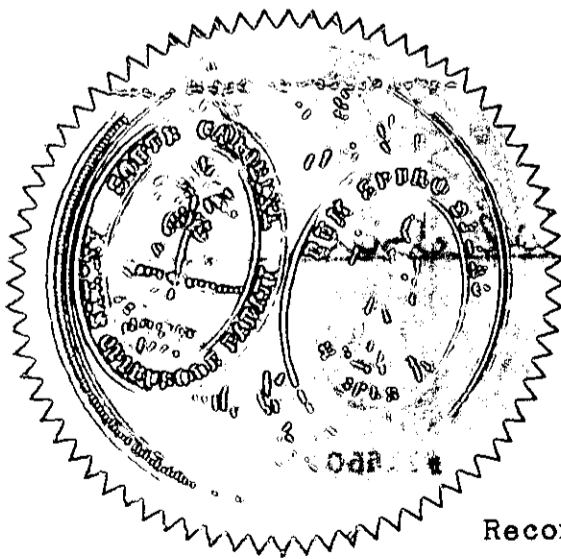
a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the Secretary of State on the 21st day of December, A. D. 1942.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation change the name to EMERY STORES, INC.—CAROLINA by the following resolution: "RESOLVED, that Article I, Section 1, of the by-laws be amended to read as follows: 'Section 1. The name of the corporation shall be EMERY STORES, INC.—CAROLINA' and that the charter be amended accordingly."

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 7, Article 1, Code of Laws of South Carolina, 1952, and all amendments thereto.

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1952, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia, this third day of May in the year of our Lord One Thousand nine hundred and 56 and in the one hundred and eightieth year of the Independence of the United States of America.



O. Frank Thornton, Secretary of State.

Recorded May 4th, 1956, at 3:37 P.M. #11506