

I, W. L. Van Dyke, Secretary of MONARCH VENDORS, INC., a Texas corporation organized and existing under the laws of the State of Texas, hereby certify, as such Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its President and Secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said MONARCH VENDORS, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, after at least 20 days' notice by mail as provided by Article 5.03 of the Texas Business Corporation Act, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ~~one hundred and eighty~~ ^{one hundred and eighty} (180) shares of stock of said corporation were on said date issued and outstanding and that the holders of ~~one hundred and eighty~~ ^{one hundred and eighty} (180) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of NO (0) shares voted by ballot against same, the same affirmative vote representing at least four-fifths of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said MONARCH VENDORS, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said MONARCH VENDORS, INC. on this 9 day of September, 1962.

S/ W. L. Van Dyke
Secretary of
MONARCH VENDORS, INC.

(Corporate Seal)