

<u>Name of Corporation</u>	<u>Class</u>	<u>Number of Shares Issued and Outstanding</u>
BESCO	Common - \$10.00 Par	10,000
VINCENT	Common - no Par	2,500
EMERY	Common - 1 cent Par	1,000

3. The Merger is permitted by the laws of the Commonwealth of Virginia, under which National is incorporated and organized, and by the laws of the states under which such merged subsidiary corporations are organized, and all applicable provisions of the laws of each of said states have been complied with.

NATIONAL DISTILLERS AND CHEMICAL CORPORATION

By: Ramsey E. Joslin Vice President

By: John P. Salisbury, Secretary

(Seal)

STATE OF NEW YORK)
 : ss:
 COUNTY OF NEW YORK)

On this 11th day of December, 1981, before me personally appeared Ramsey E. Joslin and John P. Salisbury, respectively Vice President and Secretary of National Distillers and Chemical Corporation to me known and known to me to be the persons described in and who executed the foregoing instrument and they each thereupon acknowledged to me that they executed the same.

Notary Public

LEONOR SCALLEY
 Notary Public, State of New York
 No. 41 877809
 Qualified in Orange County
 Certificate filed with N.Y. Co. 2
 Commission Expires 12-30-1982