

I, V. H. Gillespie, Secretary of Mills Mill, do hereby certify that a special meeting of the stockholders of the said Mills Mill was held on the 2nd day of December, 1955, for the purpose of considering and acting upon the foregoing Merger Agreement dated October 11, 1955, after notice stating the time, place and purpose of the meeting had been duly published once a week for four successive weeks in The Greenville News, a newspaper published in the County of Greenville, State of South Carolina, and in The Spartanburg Herald, a newspaper published in the County of Spartanburg, State of South Carolina, and had been mailed to each stockholder at the last known post office address of each stockholder more than twenty days prior to the date of said meeting, and that at said meeting so held the foregoing Merger Agreement was read to the stockholders and was considered by them, and a vote being taken, the votes of all stockholders of all shares of stock issued and outstanding were cast for the adoption of the foregoing Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand under the seal of said corporation this 2nd day of December, 1955.

V. H. Gillespie

 V. H. Gillespie
 Secretary of Mills Mill

(CONFORMS SEAL)