

-10-

I, Gabe C. Hill, Jr., Secretary of Rooves Brothers, Incorporated, do hereby certify that a special meeting of the stockholders of the said Rooves Brothers, Incorporated, was held on the 15th day of June, 1956, for the purpose of considering and acting upon the foregoing merger agreement dated May 16, 1956, after notice stating the time, place and purpose of the meeting had been duly published once a week for four successive weeks in The Spartanburg Herald, a newspaper published in the County of Spartanburg, State of South Carolina, in the Lee County Messenger, a newspaper published in the County of Lee, State of South Carolina, in The Greenville News, a newspaper published in the County of Greenville, State of South Carolina, and in The Columbus Ledger, a newspaper published in the County of Muscogee, State of Georgia, 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 the foregoing merger agreement was read and considered by the stockholders, and, a vote being taken, the votes of all stockholders of all shares of stock issued and outstanding were cast for the approval and adoption of the foregoing merger agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said corporation this 15th day of June, 1956.

/s/ Gabe C. Hill, Jr.

Gabe C. Hill, Jr.
Secretary of Rooves Brothers,
Incorporated

(CORPORATE SEAL)

(Continued on Next Page)