

FIFTH: The manner of converting the shares of ANGELA MACHINERY CORP., the corporate party of the second part, into shares of the surviving corporation shall be as follows:

The Two Hundred Eighty Five (285) shares of Common Stock being all the issued and outstanding stock of said ANGELA MACHINERY CORP., the corporate party of the second part, shall be converted, upon the filing and recording of this agreement of merger, into Twenty Eight (28) shares of Common Stock of the surviving corporation, and each holder of shares of stock of said ANGELA MACHINERY CORP., upon the surrender to the surviving corporation of one or more certificates for such shares for cancellation, shall be entitled to receive one or more certificates for the number of full shares of the proportionate part of such Twenty Eight (28) shares of the Common Stock of the surviving corporation represented by the certificate or certificates so surrendered for cancellation by such holder, together with a scrip certificate for any fractional shares of Common Stock of the surviving corporation, deliverable to such holder upon such conversion.

Each stock scrip certificate delivered as aforesaid shall be transferable by delivery but shall not entitle the holder thereof to receive any dividends payable on shares of the common stock of the surviving corporation. Upon surrender of any such stock scrip certificate accompanied by other like stock scrip certificates together representing in the aggregate one or more full shares of the common stock of the surviving corporation, the holder thereof shall be entitled to receive in exchange therefor a certificate for the number of full shares of the common stock of the surviving corporation called for by such stock scrip certificates so surrendered.

If at the time this agreement of merger shall become effective said CARLY CORP., the corporate party of the first part, shall own any of the outstanding shares of capital stock of ANGELA MACHINERY CORP., the corporate party of the second part, such shares of stock shall not be converted into shares of the surviving corporation, nor shall the beneficial interest thereto pass to the surviving corporation, but such shares of stock shall forthwith be cancelled and any shares of stock of the surviving corporation, issuable in exchange therefor in accordance with this Article FIFTH, shall have the status of authorized but unissued stock of the surviving corporation.

SIXTH: The by-laws of CARLY CORP., the corporate party of the first part shall remain and be the by-laws of the surviving corporation until the same shall be altered or amended according to the manner provided by the laws of the State of South Carolina and by the said by-laws. The board of directors of the surviving corporation shall have power to make and alter the by-laws of the surviving corporation.

SEVENTH: The number of directors of the surviving corporation shall be fixed by the by-laws and may be altered from time to time as may be provided therein. The first board of directors of the surviving corporation after the filing and recording of this agreement of merger shall be three (3) in number and shall be those persons who are now directors of CARLY CORP., the corporate party of the first part and whose names and residences are as follows:

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