

CERTIFICATE OF SECRETARY OF GAYLEY MILL CORPORATION
RELATIVE TO VOTE OF STOCKHOLDERS

I, Minot K. Milliken, Secretary of Gayley Mill Corporation, a corporation of the State of South Carolina, do hereby certify, as such Secretary and under the seal of said corporation, that a meeting of the stockholders of Gayley Mill Corporation was duly held on the 7th day of April, 1960, after notice, stating the time, place and purpose of the meeting, had been published, once a week for four successive weeks, in the Greenville News, a newspaper published in the County of Greenville, South Carolina, and notice had been mailed to each stockholder at his last known address, more than twenty days prior to the date of the meeting, and that at said meeting, so held, the foregoing Agreement of Merger was read to the stockholders, and was considered by them pursuant to said notice, and, a vote being taken, the votes of stockholders representing all of the outstanding stock of said corporation were cast in favor of the adoption of the foregoing Agreement of Merger.

WITNESS my hand and the seal of Gayley Mill Corporation on this 20th day of May, 1960.

Minot K. Milliken
Secretary of Gayley Mill Corporation

SWORN to and subscribed before
me this 20th day of May, 1960.

Joan M. Molloy (SEAL)
NOTARY PUBLIC FOR
JOAN M. MOLLOY
Notary Public, State of New York
No. 30 021000
Qualified in Warren County
Certificate of Appointment and
New York County Clerks
Term Expires March 30, 1961



(Continued on Next Page)