

I, W. L. Van Dyke, Secretary of HOUSTON CIGAR COMPANY, INC., a Texas corporation organized and existing under the laws of the State of Texas, hereby certify, as such Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its President and Secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said HOUSTON CIGAR COMPANY, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, after at least 20 days' notice by mail as provided by Article 5.03 of the Texas Business Corporation Act, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that **one-thousand (1000)** shares of stock of said corporation were on said date issued and outstanding and that the holders of **one/ <sup>thousand</sup> (1000)** shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of **NO (-0-)** shares voted by ballot against same, the same affirmative vote representing at least four-fifths of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said HOUSTON CIGAR COMPANY, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said HOUSTON CIGAR COMPANY, INC. on this <sup>19</sup> day of September, 1962.

**S/ W. L. Van Dyke**

Secretary of  
HOUSTON CIGAR COMPANY, INC.

(Corporate Seal)

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