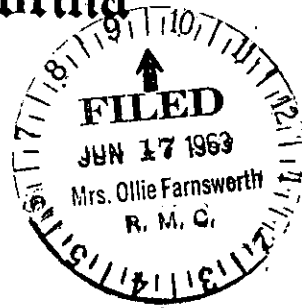


State of South Carolina



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the State of South Carolina, hereby certify:

THAT THE ATTACHED COPY OF THE MERGER AGREEMENT BY WHICH "GENERAL MORTGAGE COMPANY", A SOUTH CAROLINA CORPORATION, IS MERGED INTO "CAMERON-BROWN COMPANY", A NORTH CAROLINA CORPORATION DOMESTICATED IN THE STATE OF SOUTH CAROLINA, IS A TRUE AND CORRECT COPY OF THE MERGER AGREEMENT FILED IN THIS OFFICE APRIL 30, 1963, AS SHOWN BY THE RECORDS IN THIS OFFICE UNDER FOREIGN CORPORATION FILE NO. 5525.



Given under my Hand and the Great Seal of the State at Columbia this ... 22nd ... day of ... May ..., A. D., 19... 63, and in the one hundred and ... 87th ... year of the Independence of the United States of America.

O. Frank Thornton

O. Frank Thornton
Secretary of State

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