

paragraph:

(A) The manner and basis of converting the shares of Virginia into shares of the Surviving Corporation shall be as follows: Immediately upon the effective date of the merger each share of stock of Virginia outstanding (other than Treasury shares), ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation for each one share of the common stock of Virginia and each outstanding certificate representing shares of the common stock of Virginia shall thereupon be deemed for all corporate purposes, other than the payment of dividends, to evidence the ownership of the number of fully paid non-assessable shares of common stock of the Surviving Corporation into which such shares of common stock of Virginia shall have been so converted.

(B) The manner and basis of converting the shares of North Carolina into shares of the Surviving Corporation shall be as follows: Immediately upon the effective date of the merger each share of stock of North Carolina outstanding (other than Treasury shares), ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation at the rate of .1 share of the common stock of the Surviving Corporation for each one share of the common stock of North Carolina and each outstanding certificate representing shares of the common stock of North Carolina shall thereupon be deemed for all corporate purposes, other than the payment of dividends, to evidence the ownership of the number of fully paid non-assessable shares of common stock of the Surviving Corporation into which such shares of common stock of North Carolina shall have been so converted.

(C) The manner and basis of converting the shares of South Carolina into shares of the Surviving Corporation shall be as follows: Immediately upon the effective date of the merger each share of South Carolina outstanding (other than Treasury shares), ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation at the rate of .9 share of