

certified copy thereof shall have been filed for record in the Office of the Register of Mesne Conveyance for Greenville County, Pleasantburg, subject to the terms hereof, shall be and become merged into McAlister pursuant to and in conformity with the statutes of the State of South Carolina thereto appertaining.

1.

The name of the surviving corporation shall be and the same is The McAlister Corp.

2.

The principal place of business of said surviving corporation shall be at Greenville, in the County of Greenville, State of South Carolina.

3.

When this merger is consummated the amount of authorized capital of the surviving corporation will remain at \$200,000.00, divided into 2,000 shares of common stock of one class with the par value of \$100.00 per share. There will be no additional stock issued as a result of this merger so that there still remains \$100,000.00 issued and outstanding.

4.

All and singular the rights, privileges, powers and franchises, lands, tenements, hereditaments, real and personal property, choses in action and property of every kind and description whatsoever, whether real, personal and/or mixed, belonging to McAlister and Pleasantburg respectively, shall be vested in and become the property of McAlister, the surviving corporation, to have and to hold the same to the said surviving corporation, its successors and assigns, from the time such merger shall become effective, and forever thereafter, no further act, deed, conveyance or assurance being required in the premises.

5.

All the debts, contracts and liabilities of every nature whatsoever, for which McAlister and Pleasantburg, respectively, may be liable, either at law, or in equity, shall at the time of the said merger be assumed by the said surviving corporation, provided, however, that the rights of creditors and any and all liens upon the property of either of

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