

The undersigned JOHN M. KINGSLEY, JR. and HARRIS J. ASHTON do hereby certify that they are the duly elected and acting Vice President and Secretary, respectively, of GENERAL HOST CORPORATION corporation and are authorized to execute this verification; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at New York, this 21st day of April, 1967.

John M. Kingsley, Jr.

 (Vice President)

Harris J. Ashton

 (Secretary)

NOTARY PUBLIC
 STATE OF NEW YORK
 My Comm. Expires 12/31/68

Walter M. ...

 Notary Public, State of New York
 My Comm. Expires 12/31/68

NOTE: This certificate has been prepared for execution by the president (or vice president) and secretary (or assistant secretary). It may be executed by any of the persons enumerated in section 1.4 (Section 12-11.4 Supplement 1962 Code) of the South Carolina Business Corporation Act under the circumstances indicated. If anyone other than the president (or vice president) and secretary (or assistant secretary) executes the form, the wording of this verification should be changed accordingly.

Filing fees:
 For amendment of Certificate of Authority \$ 40.00
 For recording application 5.00
 Total fee \$ 45.00

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