

ARTICLE FOUR

The following Plan of Merger was approved by the board of directors of the undersigned domestic corporation in the manner prescribed by the South Carolina Business Corporation Act (Section 33-17-30 of the South Carolina Code of Laws, 1976), and a copy of the Plan of Merger was duly mailed to each shareholder of the undersigned domestic corporation:

- (1) Piedmont Ice and Refrigeration, Inc. ("Piedmont") shall merge into Southern Ice Company ("Southern").
- (2) Shareholders of Piedmont shall receive 11,487.5 shares of common stock of Southern and 500 shares of preferred stock of Southern.
- (3) The common and preferred stock of Southern shall be distributed pro-rata to Piedmont shareholders who shall surrender their Piedmont stock.
- (4) The Certificate of Incorporation of Southern shall be amended to change its name to Southern Piedmont Ice Company.

ARTICLE FIVE

As to each of the undersigned corporations, the total number of shares outstanding, and the number of such shares voted for and against the Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
SOUTHERN ICE COMPANY	40,421	36,147	0
PIEDMONT ICE AND REFRIGERATION, INC.	100,000	100,000	0

ARTICLE SIX

As to each of the undersigned corporations, as to each shares of any class entitled to vote as a class, the designation and number of the outstanding shares of each class, and the number of shares of each class that voted for and against

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