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the merger and in any proceeding for the enforcement of the rights of the dissenting shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is 1 North Charles Street, Baltimore, Maryland 21201; and (c) agrees that it will promptly pay to the dissenting shareholder of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholder.

THIRTEENTH: The terms and conditions of the transaction set forth in the Articles of Merger were advised, authorized and approved by each of the Subsidiary Corporations in the manner and by the vote required by the laws of the States of Maryland, Florida, and Texas and by the Articles of Incorporation and By-laws of each of the Subsidiary Corporations. The terms and conditions were approved by resolutions adopted by the unanimous consent of the board of Directors of each of the Subsidiary Corporations on June 21, 1983.

FOURTEENTH: The terms and conditions of the transaction set forth in the Articles of Merger were advised, authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation and By-Laws of said corporation. The terms and conditions were approved by resolutions adopted by the unanimous consent of the Board of Directors of the Parent Corporation on June 21, 1983. A copy of the resolutions and Plan of Merger are attached hereto as Exhibit A and Exhibit A-1, respectively.

FIFTEENTH: The Plan of Merger was mailed to the sole shareholder of Thriftway, a Florida corporation, on June 21, 1983.

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