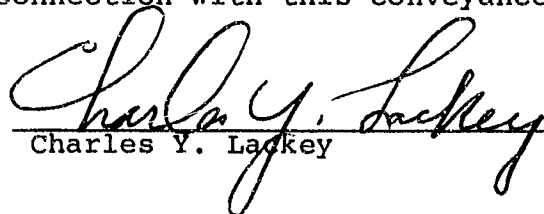



STATE OF NORTH CAROLINA
COUNTY OF FORSYTH

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PERSONALLY appeared Charles Y. Lackey and made oath, pursuant to the requirements of the 1976 S. C. Code, Section 12-21-440, that he is the Assistant Secretary of Consolidated Foods Corporation and that he attested to the execution of the conveyance from Consolidated Foods Corporation to PYA/Monarch, Inc., dated March 5, 1981; and that said conveyance was made in connection with a corporate reorganization of Consolidated Foods Corporation and that no consideration was paid or is to be paid by PYA/Monarch, Inc. to Consolidated Foods Corporation in connection with this conveyance.


Charles Y. Lackey

SWORN to before me this 9th day of
March 1981.


Karen A. Makas
Notary Public for the State of North
Carolina, County of Forsyth
My Commission Expires October 28, 1984