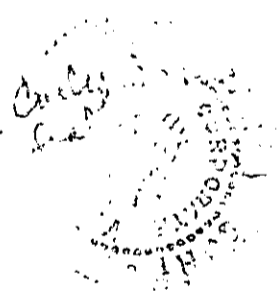


I, CYRUS C. HOFFMAN, Secretary of CARLY CORP., a corporation of the State of South Carolina, hereby certify, as such secretary, and under the seal of that corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed by the directors of said corporation and by the directors of KERSEAW CORP., a corporation of the State of New York, was duly submitted to the stockholders of said CARLY CORP. at a special meeting of said stockholders called separately for the purpose of considering and taking action upon said Agreement of Merger and held on the 15th day of December, 1958, upon written waiver of notice of such meeting by each stockholder of the said corporation as required by statute; that all of the total number of shares of the outstanding capital stock of said CARLY CORP. was represented at said meeting, and that at said meeting the votes of the stockholders of said CARLY CORP. representing all of the total number of shares of its outstanding capital stock were cast by ballot in favor of the adoption of said Agreement of Merger, which Agreement of Merger was thereupon at said meeting duly adopted as the act of the stockholders of said CARLY CORP.

WITNESS my hand and the seal of said CARLY CORP. on this 15th day of December, 1958.



Cyrus C. Hoffman
Secretary

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