

The foregoing Plan and Agreement of Merger, having been entered into and signed by more than a majority of the Directors of each of the constituent corporations, American Discount Company of Georgia, Auto Finance Company, Southeastern Factors Corporation and Carolina Fleets, Inc.; and having been submitted to the stockholders of each of the constituent corporations at separate meetings thereof called and held in accordance with the statutes of the State of incorporation of each respective corporation, and having been adopted by the votes of stockholders representing at least a majority of the outstanding shares of each of the constituent corporations entitled to vote, and that fact having been certified on said Plan and Agreement of Merger by the Secretary of each of the constituent corporations, all in accordance with the applicable statutes of the State of incorporation of each respective corporation, the President and the Secretary of each of the constituent corporations, parties hereto, do now sign said Plan and Agreement of Merger under the corporate seals of their respective corporations, by authority of the Directors and stockholders thereof, as the respective act, deed, and agreement of each of the constituent corporations, on this 30th day of September, 1961.

AMERICAN DISCOUNT COMPANY OF GEORGIA

(SEAL)

By /s/ E. P. Latimer  
E. P. Latimer, President

and /s/ R. E. Taylor  
R. E. Taylor, Secretary

AUTO FINANCE COMPANY

(SEAL)

By /s/ E. P. Latimer  
E. P. Latimer, President

and /s/ R. E. Taylor  
R. E. Taylor, Secretary

SOUTHEASTERN FACTORS CORPORATION

(SEAL)

By /s/ Clifton B. Wilburn  
Clifton B. Wilburn, President

and /s/ James G. Cannon  
James G. Cannon, Secretary

CAROLINA FLEETS, INC.

(SEAL)

By /s/ Gordon B. Sherard  
Gordon B. Sherard, President

and *William P. Masters*  
William P. Masters, Secretary

(continued)