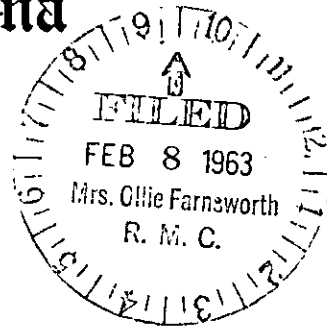


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State of South Carolina



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the State of South Carolina, hereby certify:

THAT THE ATTACHED MERGER AGREEMENT BETWEEN "J.B. IVEY & COMPANY", A NORTH CAROLINA CORPORATION, AND "IVEY-KEITH COMPANY", A SOUTH CAROLINA CORPORATION, BY WHICH "IVEY-KEITH COMPANY" IS MERGED INTO "J. B. IVEY & COMPANY" IS A TRUE AND CORRECT COPY OF THE MERGER AGREEMENT NOW ON FILE IN THIS OFFICE AS SHOWN BY DOMESTIC CORPORATION FILE NO. 14308.



Given under my Hand and the Great Seal of the State at Columbia this 31st day of January, A. D., 19 63, and in the one hundred and 87th year of the Independence of the United States of America.

O. Frank Thornton

O. Frank Thornton
Secretary of State