

Statutes of North Carolina.

(b) For all purposes of the laws of the State of South Carolina these Articles and Agreement of Merger, and the merger herein provided for, shall become effective and the separate existence of Ivey-Keith Company shall cease as soon as these Articles and Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the requirements of the Code of Laws of South Carolina, 1952, and a copy of these Articles and Agreement of Merger shall have been filed in the office of the Secretary of State of the State of South Carolina.

(c) For all purposes of the laws of the State of Florida, these Articles and Agreement of Merger, and the merger herein provided for, shall become effective and the separate existence of the Florida subsidiaries shall cease as soon as these Articles and Agreement of Merger shall have been adopted, signed and acknowledged in accordance with the requirements of the Corporation Laws of the State of Florida, and a copy of these Articles and Agreement of Merger shall have been filed in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, constituting a majority of the Directors of J. B. Ivey & Company, subject to securing the consent of not less than two-thirds of its 5% preferred stockholders, have entered into and signed these Articles and Agreement of Merger under the corporate seal of said J. B. Ivey & Company this the 2nd day of January, 1963.

/s/Geo. M. Ivey

/s/Geo. M. Ivey, Jr.

/s/John T. Fielder

/s/Elwin W. Hannon, Jr.

/s/George D. Powell

(SEAL)

ATTEST:

/s/George D. Powell

Secretary

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