

I, GEORGE D. POWELL, Secretary of IVEY'S, INCORPORATED, a corporation organized under the laws of the State of North Carolina, hereby certify that the foregoing Articles and Agreement of Merger were duly submitted to the Stockholders of said Corporation at a meeting called for the purpose of considering and taking action upon these proposed Articles and Agreement of Merger, notice of such meeting having been duly waived by the holders of all the stock of said Corporation, and that at said meeting all of the shares of the outstanding stock of said Corporation entitled to vote (3,000 shares) were voted, in person or by proxy, for the adoption of said Articles and Agreement of Merger.

WITNESS my hand and the seal of IVEY'S, INCORPORATED, this the 2 day of January, 1963.

/s/George D. Powell  
Secretary

(SEAL)

I, GEORGE D. POWELL, Secretary of IVEY-TAYLOR COMPANY, a corporation organized under the laws of the State of North Carolina, hereby certify that the foregoing Articles and Agreement of Merger were duly submitted to the Stockholders of said Corporation at a meeting called for the purpose of considering and taking action upon these proposed Articles and Agreement of Merger, notice of such meeting having been duly waived by the holders of all the stock of said Corporation, and that at said meeting all of the shares of the outstanding stock of said Corporation entitled to vote (4,000 shares) were voted, in person or by proxy, for the adoption of said Articles and Agreement of Merger.

WITNESS my hand and the seal of IVEY-TAYLOR COMPANY this the 2 day of January, 1963.

/s/George D. Powell  
Secretary

(SEAL)

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