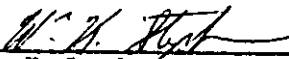
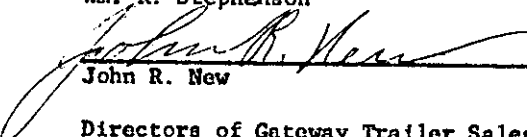


of each of the constituent corporations at special meetings called for that purpose, and when the same shall have been ratified and approved by said stockholders representing a two-thirds (2/3) majority of the outstanding shares of stock of each of said corporations respectively, a certificate of such ratification and approval by each of said corporations, under its corporate seal, shall be signed by the Secretary of each of said corporations and endorsed hereon; and this Agreement so adopted and certified shall be signed by the President of each of said constituent corporations under the corporate seals thereof, and shall be acknowledged under oath by the President of each of said corporations respectively, to be the act, deed and agreement of each of said constituent corporations; thereupon this Agreement of Merger shall be filed in the office of the Secretary of State of South Carolina and a certified copy thereof shall be filed for record in the Register of Mesne Conveyance Office for Greenville County.

IN WITNESS WHEREOF, the Directors of the said Gateway and Jeb, respectively, have hereunto set their hands and affixed the seals of the two corporations this 5th day of July, 1965.

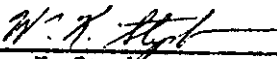
(Corporate Seal)

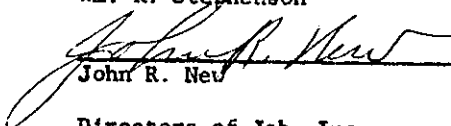


 Wm. K. Stephenson


 John R. New
 Directors of Gateway Trailer Sales, Inc.

(Corporate Seal)



 Wm. K. Stephenson


 John R. New
 Directors of Jeb, Inc.

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