

027

Preference Stock the remaining net assets of the Corporation shall be distributed *pro rata* to the holders of the Common Stock.

3 Except as may be otherwise expressly provided in paragraph 4 of Part B and paragraph 3 of Part C of this Article III with respect to the Preferred Stock or in Section 7 of Part D and Section 5 of Part E of this Article III with respect to the Preference Stock or as determined by the Board of Directors for any series of Preferred Stock pursuant to paragraph 1 of Part A of this Article III or for any series of Preference Stock pursuant to Section 2 of Part D of this Article III and except as otherwise may be required by law the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of Common Stock being entitled to one vote for each share thereof held.

2. On . notice of such meeting was given to each stockholder of record entitled to vote at the meeting. Such notice was given in the manner provided in the Virginia Stock Corporation Act and was accompanied by a copy of the proposed amendment.

3. On . the meeting of the stockholders was held and the amendment proposed by the Board of Directors, as set forth above, was adopted by a vote of the stockholders

4. The number of shares outstanding and entitled to vote on the proposed amendment and the number of shares voted for and against the amendment were as follows:

	<u>Outstanding and Entitled to Vote</u>	<u>Shares Voted</u>	
		<u>For</u>	<u>Against</u>
Common			

Dated: . 1978

NATIONAL DISTILLERS AND CHEMICAL CORPORATION

By

And

4328 RV.2