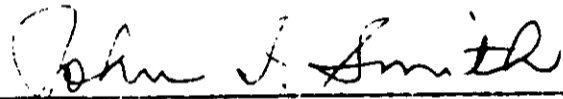


I, John I. Smith, Secretary of Brandon Corporation, do hereby certify that a meeting of the stockholders of the said Brandon Corporation was duly held on the 21st day of November, 1949, after notice, stating the time, place and purpose of the meeting, had been published once a week for four successive weeks in The Greenville News, a newspaper published in the County of Greenville, South Carolina, and had been mailed to each stockholder at his last known address, more than twenty days prior to the date of the meeting, and that at said meeting so held the foregoing Agreement was read to the stockholders, and was considered by them pursuant to said notice, and, a vote being taken, the votes of stockholders representing a majority of the outstanding stock entitled to vote were cast in favor of the adoption of the foregoing Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 21st day of November, 1949.



John I. Smith, Secretary of Brandon Corporation.

(CORPORATE SEAL)