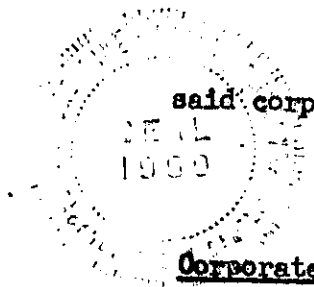


I, R. N. Ward, Secretary of Broad River Brick Company, do hereby certify that a meeting of the stockholders of said Broad River Brick Company was duly held on the 21 day of December 1951, after notice, stating the time, place and purpose of the meeting, had been published once a week for four successive weeks in the Gaffney Ledger, a newspaper published in the County of Cherokee, South Carolina, and a copy thereof 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 and Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation, this the 22 day of December, 1951.

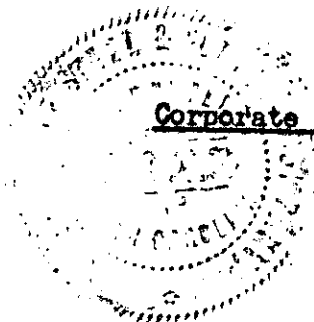


Corporate Seal

R. N. Ward, Secretary of Broad River Brick Company.

I, Anna C. Johnston, Secretary of Greenville Steel & Foundry Company, do certify that a meeting of the stockholders of said Greenville Steel & Foundry Co. was duly held on the 21 day of December, 1951, after notice, stating the time, place and purpose of the meeting, had been published once a week for four successive weeks in The Observer, a newspaper published in the County of Greenville, South Carolina, and a copy thereof 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 and Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation, this the 22 day of December, 1951.



Corporate Seal

Anna C. Johnston, Secretary of Greenville Steel & Foundry Company.