

The State of South Carolina,

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS, GREENVILLE CO. S. C. JAMES M. HENDERSON AND HOWARD K. MCINTYRE

DEC 19 3 27 PM 1952

both of Greenville, S. C.

OLLIE FARNSWORTH R.M.C.

did on the 16th. day of December, 19 52, file with the Secretary of State a written Declaration, signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is HENDERSON ADVERTISING AGENCY, INC.

THIRD: That the principal place of business is GREENVILLE, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to engage in the research, counselling, management, planning, preparation, promotion, selling, distribution, and dissemination of any and all matters concerning public relations, advertising, marketing, and other matters relating thereto by way of publications, displays, television, radio, direct mail, and other media, and to do all things ordinarily incident to the conduct of such a business.

FIFTH: That the amount of the capital stock is Ten Thousand (\$10,000.00) - - - - - Dollars payable in cash or properly of equivalent cash value.

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100) of the par value of One Hundred (\$100.00) - - - - - Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 15th. day of December, 19 52, at which a majority of all stock in value being present in person or by proxy, the following were elected directors:

James M. Henderson and Howard K. McIntyre

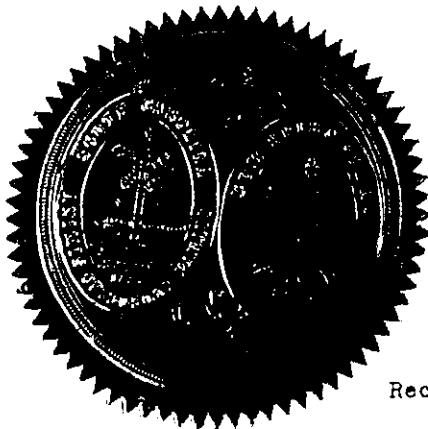
EIGHTH: That subsequently there was elected as President, James M. Henderson; as Vice-President, None; as Secretary, Howard K. McIntyre; as Treasurer, James M. Henderson

NINTH: That all requirements of Article 2, Chapter 153, Code of Laws of South Carolina, 1942, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville News-Piedmont a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia, this 16th. day of December in the year of our Lord one thousand nine hundred and fifty-two and in the one hundred and seventy-seventh year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



Recorded December 19th, 1952 at 3:27 P. M. #28126