THE STATE OF SOUTH CAROLINA

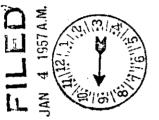
EXECUTIVE DEPARTMENT

1228

By the Secretary of State

Whereas,

T. P. McGINN and E. W. PEPPEL



Othe Farnsworth

a majority of the Board of Directors of

BELL FINANCE CORPORATION (Laurens, S. C.)

a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the

Secretary of State on the

19th.

day of

April

, A. D. 19 52.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid

Corporation to change the principal place of business to 409 East North Street, Greenville, South Carolina and amend paragraph FOURTH to read as follows: "THAT THE GENERAL NATURE OF THE BUSINESS WHICH IT IS PROPOSED TO DO IS TO LOAN MONEY, CREDIT, GOODS OR THINGS IN ACTION, WITH OR WITHOUT SECURITY, AND TO CHARGE, COLLECT OR RECEIVE INTEREST, CHARGES AND FEES AS AUTHORIZED BY SMALL LOAN ACT, ACT NO. 834, ACTS OF 1956 OF THE STATE OF SOUTH CAROLINA, OR AS MAY BE AUTHORIZED BY ANY OTHER STATUTE OF THE STATE OF SOUTH CAROLINA NOW IN EFFECT OR WHICH MAY HEREAFTER BE ENACTED; TO ACT AS AGENT FOR INSURANCE COMPANIES IN SOLICITING AND RECEIVING APPLICATIONS FOR FIRE, CASUALTY, PLATE GLASS, BOILER, ELEVATOR, ACCIDENT, HEALTH, BURGLARY, RENT, MARINE AND ALL OTHER KINDS OF INSURANCE PERMITTED BY LAW IN THE COLLECTION OF PREMIUMS AND TO DO SUCH OTHER BUSINESS AS MAY BE DELEGATED BY AGENTS OF SUCH COMPANIES AND TO CONDUCT A GENERAL INSURANCE AGENCY AND INSURANCE BROKERAGE BUSINESS; TO HAVE AND EXERCISE ALL OF THE POWERS AND MEANS NECESSARY OR ESSENTIAL TO EFFECT THE TRANSACTION OF SUCH BUSINESS."

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 7, Article 1, Code of Laws of South Carolina, 1952, and all amendments thereto.

NOW, THEREFORE, I, O. FRANK THORNTON Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1952, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

and in the one hundred and

GIVEN under my hand and the seal of the State at Columbia,

this 27th.

day of

December

56

in the year of our Lord One Thousand nine hundred and

eighty-first

year of the Independence of the United States of America.

a French O.

Secretary of State.

Recorded January 4th, 1957 at 9:15 A.M. #263

For Original Charter See Deed Book 568, page 2