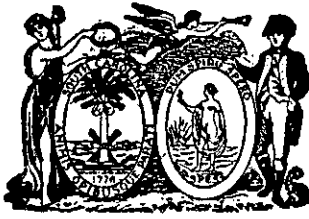


State of South Carolina

FILED
GREENVILLE CO. S.C. 106
JUN 28 2 55 PM 1957
OLLIE FIFTH WORTH
R.M.C.



15445

Office of the
Secretary of State

*I, O. Frank Thornton, Secretary of State of the
State of South Carolina, hereby certify:*

THAT THE ORIGINAL AGREEMENT OF MERGER BETWEEN REEVES BROTHERS,
INCORPORATED, A CORPORATION DULY ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF SOUTH CAROLINA AND REEVES BROTHERS,
INC., A CORPORATION DULY ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF NEW YORK WAS DULY FILED IN THIS OFFICE
PURSUANT TO ACT NUMBER 156, OF THE ACTS AND JOINT RESOLUTIONS
OF SOUTH CAROLINA FOR 1957, AS OF JUNE 21, 1957. FURTHER THAT
THE FOLLOWING TWENTY-TWO PAGES ARE TRUE AND CORRECT AS TAKEN
FROM THE ORIGINAL AGREEMENT ON FILE IN THIS OFFICE UNDER
DOMESTIC CORPORATION FILE NUMBER 29773.



Given under my Hand and the Great Seal
of the State at Columbia this 21st. day
of June, A. D., 1957,
and in the one hundred and 81st.
year of the Independence of the United States
of America.

O. Frank Thornton
O. FRANK THORNTON

O. Frank Thornton
Secretary of State