

Incorporated, in the same manner as if said Corporation itself had incurred such obligations and liabilities; and it is further agreed:

II.

That Reeves Brothers, Inc., the New York corporation, shall survive and shall be the name under which the business shall hereafter be conducted. Attached hereto and made a part hereof is a copy of the Restated Certificate of Incorporation of Reeves Brothers, Inc. reflecting its Certificate of Incorporation as amended to date.

III.

That the issued and outstanding stock of Reeves Brothers, Incorporated, all of which is now owned or which will hereafter be owned as aforesaid by Reeves Brothers, Inc. shall be cancelled but that the merger shall effect no change in the issued and outstanding stock of Reeves Brothers, Inc., the surviving corporation.

IV.

That the principal office or place of business of Reeves Brothers, Inc., the surviving corporation is in the Borough of Manhattan, City of New York, County of New York, State of New York; but it may have one or more offices or places of business out of the State of New York as well as in said state.

V.

That Reeves Brothers, Inc., the surviving corporation, agrees that it may be served with process or notice in the State of South Carolina in any proceeding for enforcement of any obligation of Reeves Brothers, Incorporated, and irrevocably appoints the Secretary of State of South Carolina as its agent to accept service of process or notice in any