

CERTIFICATE WITH RESPECT TO ACTION OF THE STOCKHOLDERS OF
AMERICAN DISCOUNT COMPANY OF GEORGIA

I, R. Earl Taylor, do hereby certify:

That I am Secretary of American Discount Company of Georgia, a Georgia Corporation;

That the within and foregoing Plan and Agreement of Merger, dated August 31, 1961, between American Discount Company of Georgia, Auto Finance Company, Southeastern Factors Corporation and Carolina Fleets, Inc., having been executed by a majority of the directors of each said Company, was on September 29, 1961, submitted to the stockholders of American Discount Company of Georgia at a Special Meeting called for the purpose of voting for the adoption, or rejection, of said Plan and Agreement of Merger, notice of the time, place and object of said Meeting having been duly given to each stockholder as provided by law; and

That at said Meeting the aforesaid Plan and Agreement of Merger was considered and a vote by ballot was taken for the adoption, or rejection, of the same; and that the votes of stockholders representing at least a majority of the outstanding shares entitled to vote were cast in favor of the adoption of said Plan and Agreement of Merger.

IN WITNESS WHEREOF, I have herewith set my hand as Secretary of said Corporation and have herewith affixed the seal of said Corporation, on this the 30th day of September, 1961.

(SEAL)

/s/ R. Earl Taylor
R. Earl Taylor, Secretary of
American Discount Company of
Georgia

(continued)