

CERTIFICATE WITH RESPECT TO ACTION OF THE STOCKHOLDERS OF  
AUTO FINANCE COMPANY

I, R. Earl Taylor, do hereby certify:

That I am Secretary of Auto Finance Company, a South Carolina 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 Auto Finance Company at a Special Meeting called separately for the purpose of voting for the adoption, or rejection, of said Plan and Agreement of Merger, notice of the time, place and purpose of said Meeting having been published once a week for four successive weeks in the Greenwood Index-Journal, a newspaper published in Greenwood, South Carolina, and a copy of such notice having been mailed to each stockholder at his last known post office address at least twenty days prior to the date of said meeting; and

That at said meeting the aforesaid Plan and Agreement of Merger was read and 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 hereunto set my hand as Secretary of said Corporation and have hereunto affixed the seal of said Corporation, on this the 30th day of September, 1961.

/s/ R. Earl Taylor  
R. Earl Taylor, Secretary of  
Auto Finance Company

(SEAL)

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