

corporations, and

WHEREAS there is, therefore, no necessity for the conversion of the shares of the merging corporations into shares of the sole surviving corporation.

- a. The stockholders of the three corporations shall surrender unto the single surviving corporation their stock in Wooten Corporation and Wooten Corporation of Delaware, Inc., retaining their stock in Wooten Corporation of Wilmington which will, as of approval of this plan of merger, constitute the outstanding valid stock of the surviving corporation, Wooten Corporation of Wilmington, and shall be representative of the proportions of ownership of each of said stockholders in the assets and liabilities of such single surviving corporation resulting from the merger of the undersigned corporations.
7. That the principal place of business of the single surviving corporation, Wooten Corporation of Wilmington, is in the City of Greenville, County of Greenville, State of South Carolina.
 8. That the general nature of the business which the single surviving corporation, Wooten Corporation of Wilmington, proposes to do is that authorized and empowered in the separate Charters of the respective constituent corporations, together with all and singular the rights, privileges, powers and franchises of each of such corporations, except that no right enjoyed by any one corporation shall prevail over a restriction as to the same matter enjoined by either of the others.
 9. That the place of residence of the Directors of the single surviving corporation, Wooten Corporation of Wilmington, is as follows:

Richard D. Wooten, Greenville, South Carolina
 Walter M. Wooten, Greenville, South Carolina
 Thomas J. Wooten, Boykin, South Carolina
 Lamont duPont, Jr., Wilmington, Delaware
 Carl B. Baldt, Wilmington, Delaware
 John J. DeLuca, Wilmington, Delaware
 Mary W. duPont, Wilmington, Delaware
 Carolyn W. Boykin, Boykin, South Carolina
 Emily W. deLoach, Spartanburg, South Carolina
 Frank M. Wooten, Miami, Florida
 10. That prior to the submission to and filing of this Agreement of Merger with the Secretary of the State of South Carolina, all requirements of the Code of Laws of South Carolina, 1952, Volume I, Title 12 and all amendments thereto, shall have been duly and fully complied with by the submission of this Agreement to the stockholders of each corporation at a meeting thereof called separately for the purpose of consideration of the same, the time, place and object of which such meeting shall be given to each of said constituent stockholders by publication at least once a week for four (4) consecutive weeks in a newspaper published in each county in South Carolina wherein each corporation shall have its principal place of business, and a copy of such notice having been mailed to the last known post office address

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