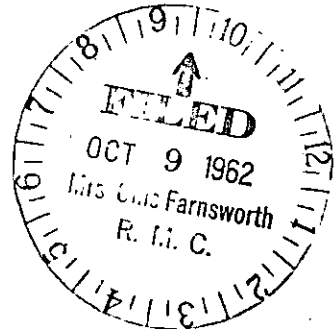


OCT 9 - 1962 46<sup>00</sup> 9451

# State of South Carolina



Office of the  
Secretary of State



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

ATTACHED MERGER AGREEMENT BETWEEN "ESTATE LIQUIDATING COMPANY", A FLORIDA CORPORATION, "L.B. CLARDY COMPANY", A SOUTH CAROLINA CORPORATION, "JOHN J. MILLER COMPANY", A FLORIDA CORPORATION, "HAVATAMPA CIGAR COMPANY", A FLORIDA CORPORATION, WHEREBY ESTATE LIQUIDATING COMPANY IS THE SURVIVING CORPORATION AND CHANGES THE NAME TO THAT OF "HAVATAMPA CIGAR CORPORATION", IS A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE MERGER AGREEMENT NOW ON FILE IN THIS OFFICE.

ALL OF WHICH IS DULY CERTIFIED AS SHOWN BY FOREIGN CORPORATION FILE NUMBER 5222



Given under my Hand and the Great Seal of the State at Columbia this 1st day of October, A. D., 19 62, and in the one hundred and 87th year of the Independence of the United States of America.

*O. Frank Thornton*

O. Frank Thornton  
Secretary of State

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