

I, W. L. Van Dyke, Secretary of KELLY CIGAR COMPANY, INC., a corporation organized and existing under the laws of the State of Tennessee, hereby certify, as such secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed, as required, by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said KELLY CIGAR COMPANY, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation of which notice was given as provided by section 48-310 of Tennessee Code Annotated, held on the **20th** day of **August**, 1962, for the purpose of considering and taking action upon the proposed Joint Plan and Agreement of Merger; that **eight hundred (800)** shares of stock of said corporation were on said date issued and outstanding; that the holders of **eight hundred (800)** shares voted by ballot in favor of the approval, and the holders of **NO (0)** shares voted by ballot against the approval of the proposed agreement of merger, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said KELLY CIGAR COMPANY, INC. and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of said KELLY CIGAR COMPANY, INC. on this **19** day of September, 1962.

S/ W. L. Van Dyke

Secretary of

KELLY CIGAR COMPANY, INC.

(Corporate Seal)

-21B-

(CONTINUED ON NEXT PAGE)