

I, W. L. Van Dyke, Secretary of J. B. WITHERS CIGAR COMPANY, a corporation organized and existing under the laws of the State of Georgia, 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 J. B. WITHERS CIGAR COMPANY, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation after not less than 10 days' nor more than 60 days' notice by airmail, to each stockholder of record as provided by the Georgia Code, on the **20th** day of **August**, 1962, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that **4500** shares of stock of said corporation were on said date issued and outstanding; that the holders of **4500** shares voted by ballot in favor of the approval, and the holders of **NO** shares voted by ballot against the approval of the proposed joint plan and agreement of merger, the said affirmative vote representing more than 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 J. B. WITHERS CIGAR COMPANY, and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said J. B. WITHERS CIGAR COMPANY on this 19 day of September, 1962.

S/ W. L. Van Dyke

Secretary of

(Corporate Seal) (CONTINUED ON NEXT PAGE) **-33B-** J. B. WITHERS CIGAR COMPANY