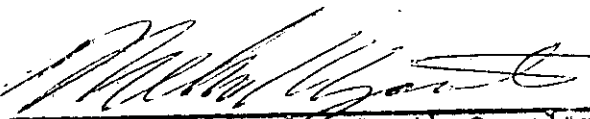


CERTIFICATE WITH RESPECT TO ACTION OF
STOCKHOLDERS OF
SMITH & BROOKS, INC.

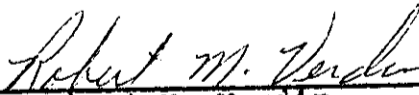
I, Robert H. Verdin, secretary of Smith & Brooks, Inc., a corporation organized under the laws of the State of South Carolina, hereby certify that the agreement of consolidation to which this certificate is attached, entered into and signed by all of the directors of said corporation and all of the directors of Simpsonville Ice Plant, Inc. was submitted to the stockholders of Smith & Brooks, Inc. at a special meeting thereof, duly called for the purpose of taking the said agreement of consolidation into consideration, notice of the time, place and object of said meeting having been duly given by publication and a copy of such notice having been duly mailed to each stockholder as provided by law; that said stockholders meeting was held on the 17th day of September, 1962 at 9:00 o'clock A. M. at the office of Younts & Spence, Attorneys, South Main Street, Fountain Inn, S. C.; that at said stockholders meeting, said agreement of consolidation was read and considered and a vote by ballot was taken for the adoption or rejection of same; that the holders of at least a majority of the outstanding shares of capital stock entitled to vote were present in person or represented by proxy at said stockholders meeting and that the votes of stockholders representing at least a majority of the outstanding shares of capital stock entitled to vote were for the adoption of the agreement of consolidation.

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 17th day of September, 1962.

SEEN to and subscribed to before
me this 17th day of September, 1962.


Notary Public for South Carolina
My commission expires at the
pleasure of the Governor.

(SEAL)


Robert H. Verdin

(CONTINUED ON NEXT PAGE)