

ARTICLES OF MERGER  
AND  
PLAN AND AGREEMENT OF MERGER  
OF  
GENERAL MORTGAGE COMPANY  
AND  
CAMERON-BROWN COMPANY

THIS AGREEMENT made and entered into by and between the Boards of Directors of General Mortgage Company, a South Carolina corporation with its principal place of business at Greenville, South Carolina (hereinafter sometimes called "GENERAL MORTGAGE"), and Cameron-Brown Company, a North Carolina corporation with its principal place of business at Raleigh, North Carolina (hereinafter sometimes called "CAMERON-BROWN");

WHEREAS, the Board of Directors of GENERAL MORTGAGE and the Board of Directors of CAMERON-BROWN, in consideration of the mutual agreements set forth herein, deem it advisable and generally to the welfare of each of said corporations and their respective stockholders to merge in accordance with the statutory laws of North and South Carolina; and

WHEREAS, the existing statutory laws of both North and South Carolina permit such a merger to take place;

NOW, THEREFORE, on the recommendation of the Boards of Directors of both GENERAL MORTGAGE and CAMERON-BROWN, it is mutually agreed that GENERAL MORTGAGE shall merge into and with CAMERON-BROWN pursuant to the following terms and conditions:

1. The name of the Surviving Corporation shall be Cameron-Brown Company.

2. The Surviving Corporation shall have, use and operate under the name of Cameron-Brown Company and it shall be a corporation organized under and governed by the laws of

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