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State of South Carolina

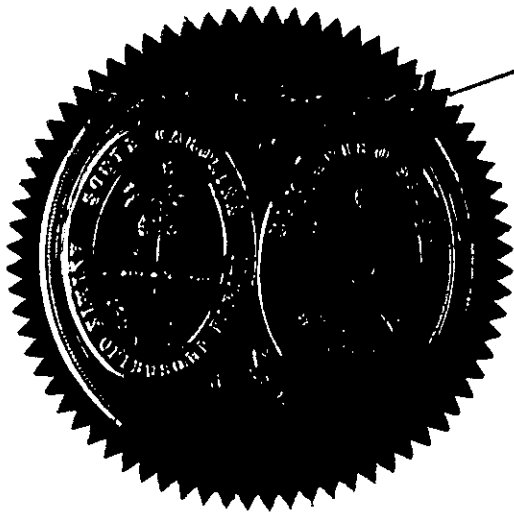


Office of the
Secretary of State

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

THAT THE ATTACHED MERGER AGREEMENT BY WHICH "THE FAIRFIELD CO., INC." A SOUTH CAROLINA CORPORATION, IS MERGED INTO "SOUTHERN MACHINERY COMPANY", A SOUTH CAROLINA CORPORATION, WITH AN AUTHORIZED CAPITAL STOCK OF ONE HUNDRED FIFTY THOUSAND (\$150,000.00) DOLLARS DIVIDED INTO FIFTEEN HUNDRED (1500) SHARES OF COMMON STOCK WITH A PAR VALUE OF ONE HUNDRED (\$100.00) DOLLARS PER SHARE, AND THE PRINCIPAL PLACE OF BUSINESS GREENVILLE, SOUTH CAROLINA, IS A TRUE AND CORRECT COPY OF THE MERGER AGREEMENT ON FILE IN THIS OFFICE.

THE SAID MERGER AGREEMENT, IN ACCORDANCE WITH THE SOUTH CAROLINA LAW, NOW BEING THE CHARTER OF "SOUTHERN MACHINERY COMPANY", ALL OF WHICH IS DULY CERTIFIED AS SHOWN BY DOMESTIC CORPORATION FILE NO. 38835.



Given under my Hand and the Great Seal of the State at Columbia this 27th day of November, A. D., 19 63, and in the one hundred and 88th year of the Independence of the United States of America.

O. Frank Thornton

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Secretary of State