

STATE OF SOUTH CAROLINA     )  
COUNTY OF GREENVILLE     )

CERTIFICATION

I, JOHN M. DILLARD, do hereby certify that I am the duly elected Secretary of The Fairfield Co., Inc., a corporation organized and existing under the laws of the State of South Carolina, and I do further certify that the foregoing Merger Agreement was duly submitted to a Special Meeting of the Stockholders of The Fairfield Co., Inc., on Wednesday, November 13, 1963, at 4 o'clock P. M., separately called by the Board of Directors for the purposes hereinbelow set forth, after due notice, and publication of notice, required by law; that then and there the foregoing Merger Agreement was read and considered and a vote by ballot taken for its adoption or rejection, each share of the issued and outstanding capital stock of said corporation entitling the holder thereof to one vote; and, that the stockholders of said corporation representing a majority of the outstanding shares of the capital stock thereof entitled to vote, duly voted for the adoption of the within Merger Agreement.

WITNESS my hand and the seal of The Fairfield Co., Inc., a corporation, this 13th day of November, A. D., 1963.

John M. Dillard (Corporate Seal)  
JOHN M. DILLARD

(CONTINUED ON NEXT PAGE)