

1.

The name of the surviving corporation shall be and the same hereby is the Gateway Trailer Sales, Inc.

2.

The principal place of business of said surviving corporation shall be at Greenville, in the County of Greenville, State of South Carolina.

3.

The amount of the authorized capital stock of the surviving corporation shall be \$50,000.00 divided into 50,000 shares of the par value of \$1.00 and the amount issued and outstanding of stock shall be 26,500 shares.

4.

The said surviving corporation shall have and possess all of the right, privileges, powers and franchises of each of the said constituent corporations so merged. For the purposes of this Agreement and in accordance with the statutes thereto appertaining, a balance sheet and profit and loss statement of both Gateway and Job for the immediately preceding three fiscal years has been prepared as well as a pro forma consolidated balance sheet of the two said corporations. Such statements, for recording purposes, are not made a part of this Agreement, but copies of the same shall be mailed to the stockholders of both corporations at the same time that notices are mailed to the stockholders of the meeting of the stockholders to be held for the purpose of approving or rejecting this merger Agreement.

5.

Any dissenting stockholder may require an appraisal of his stock as provided for in the Statutes of the State appertaining thereto. Upon completion of the merger, no additional shares shall be issued to the shareholders of Job.

6.

All and singular the rights, privileges, powers and franchises, lands, tenements, hereditaments, real and personal property, choses in

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