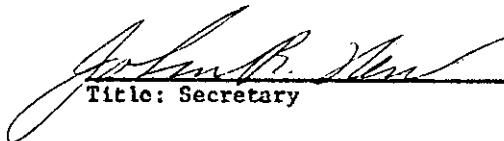


I, John R. New, Secretary of Gateway Trailer Sales, Inc., do hereby certify that a special meeting of the stockholders of Gateway Trailer Sales, Inc., Greenville, S. C., was duly held on the 31st day of July, 1965, at 408 North Church Street, Greenville, S. C., at 11:00 o'clock A. M.; that in accordance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, notice of the special meeting of the stockholders held on July 31, 1965, was mailed to each stockholder more than twenty days prior to said meeting which notice contained the following: (a) the time, place, purpose of the meeting and that it was a special meeting of the stockholders; (b) an outline of the material features of the plan of merger between Gateway Trailer Sales, Inc. and Jeb, Inc.; (c) balance sheets and profit and loss statements of each corporation for the three years preceding the date of the meeting; and (d), prominently displayed clear and concise statement that shareholders dissenting to the plan of merger were entitled, upon compliance with Section 12-16.27 of the Code of Laws for South Carolina, 1962, as amended, to be paid the fair value of their shares. That at the time said meeting was held there were 26,500 shares of common stock issued and outstanding of Gateway Trailer Sales, Inc. and that 26,500 shares voted for the plan of merger and no shares voted against the plan of merger. That the merger became effective on the 31st day of July, 1965 in accordance with the terms of the Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and affixed the seal of said corporation this 31st day of July, 1965.

(Corporate Seal)


 Title: Secretary

(CONTINUED ON REVERSE)