



VERIFICATION & CERTIFICATION


The undersigned, being duly sworn, depose and state under oath that they have read all of the contents of this Merger and Consolidation document and that they fully understand all contents herein. That to the knowledge, information, and belief of each of the undersigned, all the information contained herein is true and correct, and that the undersigned, or with legal authority, do execute the document and bind the respective corporations in their official capacity.

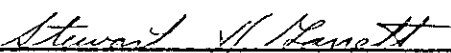
That each of the undersigned have executed this document in their official capacity, as indicated, over the line on which they have signed, and he is properly authorized to execute this document.

## GOLDEN STRIP SHOPPING CENTER, INC.

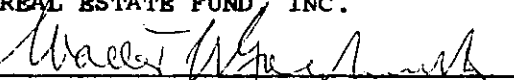
  
Walter W. Goldsmith  
President - Director

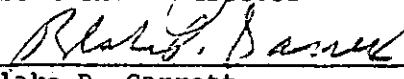
  
Blake P. Garrett  
Vice President - Director


  
A. E. Green  
Secretary - Director

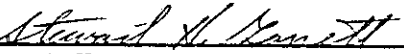
  
Stewart H. Garrett  
Treasurer - Director

## REAL ESTATE FUND, INC.

  
Walter W. Goldsmith  
President - Director

  
Blake P. Garrett  
Vice President - Director

  
A. E. Green  
Secretary - Director

  
Stewart H. Garrett  
Treasurer - Director