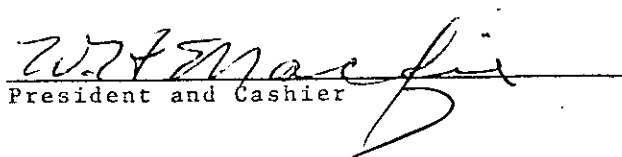


I, W. H. Macfie, President and Cashier of Merchants and Planters Bank, do hereby certify that a special meeting of the shareholders of Merchants and Planters Bank of Winnsboro, South Carolina, was duly held on December 6, 1972, at the office of the Bank, Winnsboro, South Carolina, at 3:00 o'clock p.m.; that, in accordance with the requirements of Section 12-20.3 of the Code of Laws for South Carolina, 1962, as amended, printed notice of the special meeting of the shareholders held on December 6, 1972 was mailed to each shareholder more than twenty days prior to said meeting, which notice contained the following: (a) the time, place and purpose of the meeting and its designation as a special meeting of the shareholders; (b) an outline of the material features of the plan of merger between Southern Bank and Trust Company and Merchants and Planters Bank of Winnsboro; (c) balance sheets and profit and loss statements of each bank for the three years preceding the date of the meeting; and, (d) prominently displayed, a 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 8000 shares of common stock issued and outstanding of Merchants and Planters Bank; that 6779 shares voted for the plan of merger and 0 shares voted against the plan of merger. That the merger became effective at the close of business on the 28th day of February, 1973, in accordance with the terms of the Merger Agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and have affixed the seal of said corporation this 28th day of February, 1973.

  
President and Cashier

(Corporate Seal)

(continued on next page)