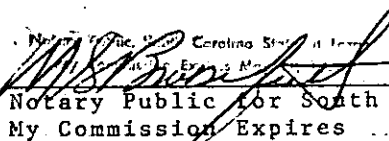


STATE OF SOUTH CAROLINA)
 COUNTY OF FAIRFIELD)

Before me, M. S. Brakefield, a Notary Public in and for the State of South Carolina, personally came W. H. Macfie, to me personally known, and to me known to be the President of Merchants and Planters Bank, who, being by me duly sworn, did depose and say that he is, and at the time of executing the foregoing Merger Agreement, as amended, was President of Merchants and Planters Bank; that he knows the corporate seal of said Bank; that the seal affixed to the foregoing Agreement of Merger, as amended, is the corporate seal of said Bank, and that a majority of the Board of Directors of said Bank signed the foregoing Merger Agreement and the Amendment thereto by like authority; that since the ratification by the shareholders of such Agreement of Merger, as amended, the same was approved by the South Carolina State Board of Bank Control and by the Federal Deposit Insurance Corporation; that the said W. H. Macfie, President as aforesaid, acknowledged the execution of the foregoing Agreement of Merger, as amended, as the act, deed and Agreement of Merchants and Planters Bank.

IN WITNESS WHEREOF, I have hereunto subscribed my name and have affixed my official seal this 28th day of February, 1973.


 Notary Public for South Carolina
 My Commission Expires (L.S.)

(SEAL)

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