

AGREEMENT AND PLAN OF MERGER

AGREEMENT made this 31st day of January, 1973, between CENTER, INC., a corporation organized and existing under the laws of the State of South Carolina, and SHOPS, INC., STORES, INC., and CONSOLIDATED CAPITAL CORPORATION, all corporations organized and existing under the laws of the State of South Carolina.

Shops, Inc., Stores, Inc., and Consolidated Capital Corporation shall be merged into CENTER, INC., pursuant to the following terms and conditions:

1. Shops, Inc., Stores, Inc., and Consolidated Capital Corporation shall be merged into Center, Inc., which last corporation shall be the surviving corporation, and all of the assets of Shops, Inc., Stores, Inc., and Consolidated Capital Corporation shall become the property of Center, Inc., subject to all the liabilities and obligations of the merged corporations which Center, Inc., hereby assumes.

2. The name of the surviving corporation shall be CENTER, INC.

3. This merger shall be effective February 1, 1973.

4. The stockholders of the merged corporations shall be entitled to receive one share of the common stock of Center, Inc., for each one share of common stock owned by them in each of the respective merged corporations. Fractional shares will be cancelled.

5. (a) The stockholders listed below will exchange shares of stock in the respective corporations for shares of stock in Center, Inc., as follows:

<u>Name</u>	<u>Shops, Inc. Shares</u>	<u>Stores, Inc. Shares</u>	<u>Consolidated Capital Corporation Shares</u>	<u>Center, Inc. Shares</u>
J. Wesley Davis	179	200	3	382
C. T. Wyche	179	200	3	382
Micco Corporation	180	199	3	382
Total	538	599	9	1146

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