

exchanged as a result of the merger, but, if, nevertheless, all of the capital stock of ABC Southeastern theretofore authorized, whether issued or authorized, shall continue to be shares of the capital stock of ABC Southeastern, and all such shares of ABC Southeastern outstanding on the date the merger becomes effective, including any shares that may be held in the Treasury of ABC Southeastern, shall remain outstanding, shall become and be deemed fully-paid and non-assessable, and shall retain all rights to accrued and unpaid dividends, if any,

FIFTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next stockholder meeting and until their successors shall have been elected and qualified or until their earlier resignation or removal.

(c) This merger shall become effective on January 3, 1971.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred to, vested in and deemed upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations required or to be required by law or of or in connection with the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the surviving corporation and the proper officers and directors of the merged corporations as fully authorized by the board of directors of the surviving corporation and the board of directors of the merged corporations.

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