

CONGATION TO AMENDMENT TO CERTIFICATE  
OF INCORPORATION OF KIMBROUGH-PHILLIPS  
COMPANY

WHEREAS, Kimbrough-Phillips Company is a Tennessee corporation, a Certificate of Incorporation having been granted to it by the Secretary of State of the State of Tennessee, on the 5th day of March, 1917, which is of record in Corporation Record Book Volume 28, at page 155, in the office of the Secretary of State of the State of Tennessee, and is also of record in Book 1461, page 323, in the office of the Register of Davidson County, Tennessee, and

WHEREAS, on the 20th day of September, 1947, an Amendment to said Certificate of Incorporation was filed with the Secretary of State of the State of Tennessee in Corporation Record Book P-29, at page 495, which Amendment likewise appears of record in the office of the Register of Davidson County, Tennessee, in Book 1527 at page 195, which said Amendment authorized the issuance by the corporation of a certain issue of preferred stock as described therein, and

WHEREAS, by inadvertence, the name of Kimbrough-Phillips Company was incorrectly stated in said Amendment to be "Kimbrough Phillips Corporation" whereas in reality the name of said company is in fact "Kimbrough-Phillips Company" and

WHEREAS pursuant to said Amendment to the Certificate of Incorporation of Kimbrough-Phillips Company, certain preferred stock has been issued and

WHEREAS the officers of Kimbrough-Phillips Company are advised that some question as to the validity of said Amendment exists by virtue of the error contained therein in the use of an incorrect name for the corporation,