

We, Miller G. Kimbrough and Lucille Hines
 the President and Secretary, respectively, of Kimbrough-Phillips Company
 a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to
 directions from the Directors of the corporation, hereby certify that at a meeting of the stock-
 holders of said corporation, legally called and held at the office of said corporation in the town of
Bechville, a resolution in writing was adopted by an affirmative vote of
 the stockholders, said affirmative vote representing a majority of the shares of stock in said
 corporation, declaring the desire of the stockholders to amend the charter of their said company
 for the purposes set forth in said resolution above set out, and that said resolution was duly entered
 on the minutes of said corporation:

Now, therefore, we hereby certify to the fact of the adoption of said resolution by the stock-
 holders of said corporation for the purposes set out, to the end that this certificate may be duly
 recorded in the office of the Secretary of State.

Witness our hands this the 28th day of December, 1962.

Miller G. Kimbrough
 President or Vice-President
Lucille Hines
 Secretary or Asst. Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public of the county aforesaid,
Miller G. Kimbrough and Lucille Hines
 with whom I am personally acquainted, and who made oath before me in due form of law that
Miller G. Kimbrough is the president and
Lucille Hines is the Secretary of
Kimbrough-Phillips Company and that the statements made in the
 foregoing certificate are true.

Witness my hand and official seal at office in Davidson, Tennessee, this 28th
 day of December, 1962.

(If Notary Public) My Commission expires 29th day of April, 1964

George H. Taylor