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Section 2.2. No Change in SMC Sub Common Stock. Each share of SMC Sub Common Stock issued and outstanding immediately prior to the Effective Time shall not, by virtue of the Merger, be affected or changed in any manner and shall remain outstanding.

Section 2.3. Exchange of Certificates. As soon as practicable after the Effective Time, each holder of a certificate or certificates which immediately prior to the Effective Time represented outstanding shares of Solomon Common Stock (other than Dissenting Shares), upon surrender of the same to the Third National Bank, Nashville, Tennessee (or such other bank or trust company as SMC may select), as exchange agent for all such holders (the "Exchange Agent"), will be entitled to receive certificates representing the number of shares of SMC Common Stock into which such shares of Solomon Common Stock shall have been converted in the Merger. Until so surrendered, each outstanding certificate which, prior to the Effective Time, represented Solomon Common Stock (other than shares of Solomon Common Stock held by SMC Sub and Dissenting Shares) shall be deemed for all corporate purposes, subject to the further provisions of this Article II, to represent the number of shares of SMC Common Stock into which such shares shall have been con-

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