

FILED ARTICLES AND PLAN OF MERGER
GREENVILLE, S.C.

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MERGER OF

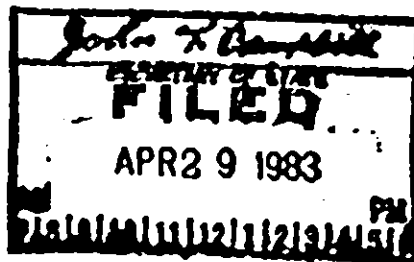
DONNIE C. YANKERSLEY

DURBIN CREEK, INC.,

A SOUTH CAROLINA CORPORATION

INTO

SOUTHEASTERN LAND COMPANY,
A NORTH CAROLINA CORPORATION



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The undersigned corporations, DURBIN CREEK, INC., a South Carolina corporation (hereafter "Durbin"), and SOUTHEASTERN LAND COMPANY, a North Carolina corporation (hereafter "SEL" or "surviving corporation"), hereby adopt the following Articles and Plan of Merger (these two corporations are hereafter collectively referred to as the "constituent" corporations).

WHEREAS, the Shareholders and Directors of Durbin and SEL have unan-
mously agreed that it is in the best business interest of the constituent
corporations that the Corporations be merged into a single corporation,
which corporation shall be SEL as the surviving corporation; and

WHEREAS, Section 33-17-70 of the South Carolina Business Corporation
Act (hereafter the "SC Act") permits the merger of a domestic corporation
(here, Durbin) into a foreign corporation (here SEL); and

WHEREAS, Section 55-111 of the Business Corporation Act as set
forth in the General Statutes of North Carolina (hereafter the "NC Act")
permits the merger of a foreign corporation (ie, Durbin) into a domestic
corporation (ie, SEL); and

WHEREAS, the constituent corporations shall comply with the applicable
provisions of the NC Act and the SC Act insofar as each of those laws
requires the filing of Articles of Merger and Certificates of Merger;

Date APR 29 1983

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

John T. Campbell
SECRETARY OF STATE OF SOUTH CAROLINA

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