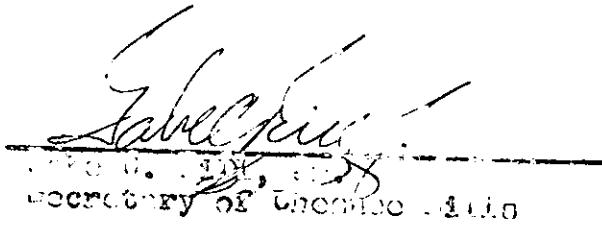


and Rule 4(3)

I, Gabe C. Hill, Jr., Secretary of Chesnco Mills,  
do hereby certify that a special meeting of the stockholders  
of said Chesnco Mills was held on the 2nd day of December,  
1955, for the purpose of considering and acting upon the  
foregoing merger agreement dated October 1st, 1955, after  
notice stating the time, place and purpose of the meeting  
had been duly published once a week for six consecutive weeks  
in the Spartanburg Herald, a newspaper published in the County  
of Spartanburg, State of South Carolina, and it was read and  
to each stockholder at the last known post office or home of  
each stockholder more than twenty days prior to the date of  
said meeting, and that at said meeting so held and for which  
merger agreement was read to the stockholders and considered  
by them, and, a vote being taken, the stockholders  
of all classes of stock present voted in favor of  
the adoption of the foregoing merger agreement.

In witness whereof, I have hereunto set my hand  
under the seal of said corporation this 2nd day of December,  
1955.

  
Gabe C. Hill, Jr.  
Secretary of Chesnco Mills

(G.C.H.J. 12/2/55)