


I, Gabe C. Hill, Jr., Secretary of Chesnee Mills, do hereby certify that a special meeting of the stockholders of said Chesnee Mills was held on the 2nd day of December, 1955, for the purpose of considering and acting upon the foregoing merger agreement dated October 12, 1955, after notice stating the time, place and purpose of said meeting had been duly published once a week for four consecutive weeks in The Spartanburg Herald, a newspaper published in the County of Spartanburg, State of South Carolina, and the same was mailed to each stockholder at the last known post office address of each stockholder more than twenty days prior to the date of said meeting, and that at said meeting the foregoing merger agreement was read to the stockholders and was considered by them, and, a vote being taken, the same was adopted for the adoption of the foregoing merger agreement.

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

  
 Gabe C. Hill, Jr.  
 Secretary of Chesnee Mills

(S) [unclear]