

I, W. L. Van Dyke, Secretary of FRED BROOKS CIGAR COMPANY, a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of Section 608.20 Florida Statutes 1959, that the foregoing Joint Plan and Agreement of Merger to which this certificate is attached was submitted to the stockholders of said FRED BROOKS CIGAR COMPANY at a meeting thereof called separately from any meeting of the stockholders of any other corporation for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Act of the Legislature of Florida hereinbefore referred to, and that at said meeting said Joint Plan and Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said FRED BROOKS CIGAR COMPANY entitling them to exercise at least a majority of the voting power on a proposal to merge said corporation with another were for the adoption of said Joint Plan and Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said FRED BROOKS CIGAR COMPANY this 19 day of September, 1962.

S/ W. L. Van Dyke
Secretary of
FRED BROOKS CIGAR COMPANY

(Corporate Seal)

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