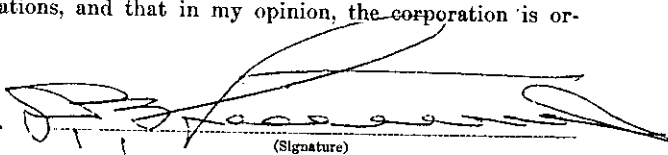


11. I, D. B. Leatherwood, an attorney licensed to practice in the State of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of chapter 4 of the South Carolina Business Corporation Act of 1962, relating to the organization of corporations, and that in my opinion, the corporation is organized for a lawful purpose.

Date June 19, 1964.

  
(Signature)

D. B. Leatherwood  
(Print Name)

Address P. O. Box 2248  
Greenville, S. C.

SCHEDULE OF FEES

(Payable at time of filing Articles of With Secretary of State)



Fee for filing Articles .....\$ 5.00  
In addition to the above, \$.40 for each  
\$1,000.00 of the aggregate value of shares  
which the Corporation is authorized to  
issue, but in no case less than ..... 40.00  
nor more than ..... 1,000.00

NOTE. THIS FORM MUST BE COMPLETED IN ITS ENTIRETY BEFORE IT WILL BE ACCEPTED FOR FILING.

STATE OF SOUTH CAROLINA }  
COUNTY OF GREENVILLE } ss:

The undersigned J. E. Harmon and C. C. Davis do hereby certify that they are the incorporators of Merchants Leasing/Corporation corporation and are authorized to execute this verification; that each of the undersigned for himself does hereby further certify that he has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief.

Dated at Greenville, S. C., this 19th day of June 19 64

  
(Signature of Incorporator)  
  
(Signature of Incorporator)

Recorded July 20, 1964 At 10:16 A.M. # 2375