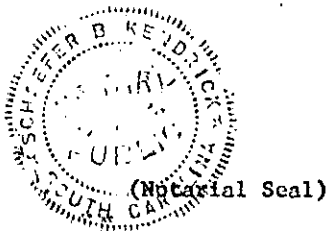


STATE OF SOUTH CAROLINA )  
 )  
 COUNTY OF GREENVILLE )

Before me, Schaefer B. Kendrick, a Notary Public  
 in and for the State of South Carolina, personally came Estes B. Howell, Jr.  
 \_\_\_\_\_ to me personally known, and to me known to be the  
CASHIER of Southern Bank and Trust Company,  
 who being by me duly sworn, did depose and say that he is, and at the  
 time of executing the foregoing instrument was CASHIER  
 of Southern Bank and Trust Company, and that Estes B. Howell, Jr.  
 is, and at the time of executing the foregoing instrument was, the  
CASHIER of said Corporation; that he knows the  
 corporate seal of said Corporation, that the seal affixed to the fore-  
 going Agreement of Merger is the corporate seal of said Corporation;  
 that it was affixed to the foregoing Agreement by authority of said  
 Corporation, and that he, as CASHIER and  
T. P. VANDIVER, as PRESIDENT  
 of said Corporation, signed the foregoing Agreement by like authority;  
 that since the ratification by the stockholders of such Agreement of  
 Merger, such Merger Agreement was approved by the South Carolina State  
 Board of Bank Control and the Federal Deposit Insurance Corporation and  
 that the said Estes B. Howell, Jr., Cashier  
 as aforesaid, acknowledged the execution of the foregoing Agreement of  
 Merger as the act, deed and agreement of Southern Bank and Trust Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name and  
 affixed my official seal this 31<sup>st</sup> day of December,  
 1964.



Schaefer B. Kendrick  
 Notary Public for South Carolina

(CONTINUED ON NEXT PAGE)