

3. That this Agreement of Merger is that Wooten Corporation and Wooten Corporation of Wilmington, corporations existing by virtue of and subject to the laws of the State of South Carolina, and Wooten Corporation of Delaware, Inc., a corporation existing by virtue of and subject to the laws of the State of North Carolina, do merge into a single corporation, which shall be the constituent corporation, Wooten Corporation of Wilmington, and which shall be the surviving corporation.
4. That the name of the single surviving corporation shall be that of one of the corporations involved in such merger, to wit: Wooten Corporation of Wilmington.
5. That the terms and conditions of the proposed merger are as follows:
 - a. The books of the respective merging corporations shall be audited as of the close of business of each corporation on June 30, 1962, and shall be determinative of the assets and liabilities of the respective corporations.
 - b. The merger, upon approval by the constituent stockholders, in the manner prescribed by law, shall be effective as of July 1, 1962, or such other date as may be prescribed by the laws of the State of incorporation of the respective corporations, neither Wooten Corporation nor Wooten Corporation of Delaware, Inc., transacting any business subsequent to that date, except insofar as necessary to effectuate said merger.
 - c. The stock books of the respective corporations shall be closed as of June 30, 1962, and no stock in any of the undersigned corporations transferred on the books of such corporation until subsequent to a vote by the constituent stockholders of record as of June 30, 1962, as to adoption of merger and approval thereof.
 - d. Upon merger, the separate existence of the undersigned corporations shall cease, except for the single surviving corporation of Wooten Corporation of Wilmington, which shall thereafter have all the rights, privileges, immunities, powers, and be subject to all the duties and liabilities of all the merging corporations, except where contrary to the laws of the State of South Carolina; all property, real, personal and mixed, and all debts due on whatever account and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged or consolidated, shall be taken and deemed to be transferred to and vested in the single surviving corporation, Wooten Corporation of Wilmington, without further action or deed, and the title to any real estate, or any interest therein, vested in any of said merging corporations shall not revert or be in any way impaired by reason of such merger; such single surviving corporation, Wooten Corporation of Wilmington, shall

(CONTINUED ON NEXT PAGE)