

83889/5756

STATE OF NEVADA
DEPARTMENT OF STATE



I, CHERYL A. LAU, the duly qualified and elected Secretary of State of the State of Nevada, do hereby certify that there was filed in this office on April 30, 1991 an.

CERTIFICATE OF OWNERSHIP AND MERGER

merging

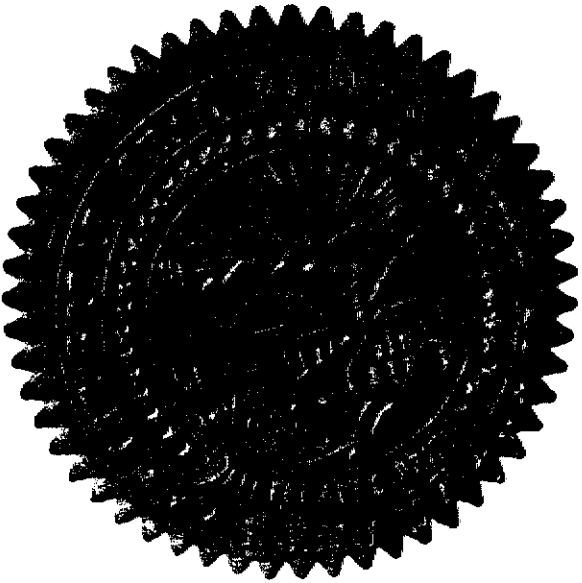
NATIONAL HERITAGE MANAGEMENT, INC.
(A NEVADA CORPORATION)

into

NATIONAL HERITAGE, INC.
(A GEORGIA CORPORATION)

RECEIVED
SEC. OF STATE
91 JUL 26 AM 8 54

I FURTHER CERTIFY, that the separate existence of NATIONAL HERITAGE MANAGEMENT, INC. (A NEVADA CORPORATION) has ceased to exist.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 15TH day of JULY, A.D., 1991.

Cheryl A. Lau
Secretary of State

By *[Signature]*
Deputy

