

George A. Buckley
George A. Buckley

160 shares of the common stock

Olney R. Pine
Olney R. Pine

160 shares of the common stock

STATE OF SOUTH CAROLINA)

COUNTY OF GREENVILLE)

I, William C. Torkington, Secretary of Southern Pile Fabric Company and Brookline Fabrics, Inc., do hereby certify that the Agreement hereto attached for the merger of Southern Pile Fabric Company and Brookline Fabrics, Inc. has been duly submitted to the stockholders of each of said corporations and that the holders of all outstanding stock in each corporation have approved the same and consented thereto as evidenced by their signatures set forth in said Agreement.

Wm. G. Torkington
Secretary, Southern Pile Fabric Company and Brookline Fabrics, Inc.

(SEAL)

I, O. FRANK TORKINGTON, Secretary of State of South Carolina, do hereby certify that the original Agreement of Merger of SOUTHERN PILE FABRIC COMPANY with BROOKLINE FABRICS, INC. was duly filed in the Office of the Secretary of State of South Carolina on the 1st day of June, 1953, pursuant to the provisions of an Act entitled "An Act To Authorize and Provide for the Merger or Consolidation of Corporations and to Define the Powers and Duties, Rights, and Liabilities thereof when Merged or Consolidated", approved the 14th day of April, 1925 (34 Statutes 246), and that the foregoing 25 pages constitute a true and correct copy of said original Agreement of Merger so filed.

Given under my hand and the Seal of the State at Columbia, this 1st day of June, 1953

O. FRANK TORKINGTON
Secretary of State