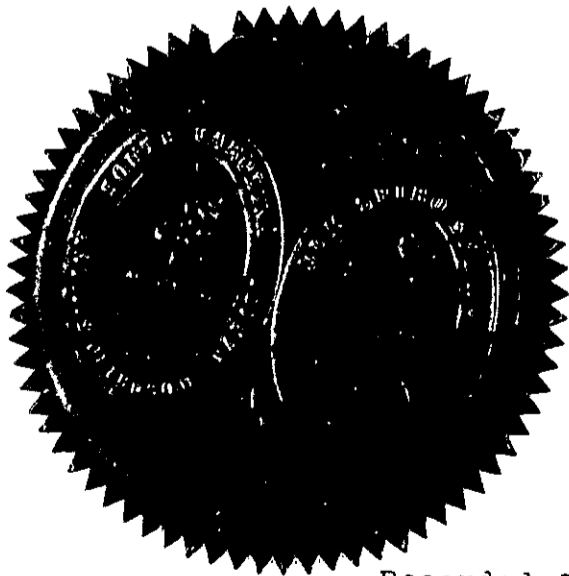


State of South Carolina



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the State of South Carolina, hereby certify: that the fore going and hereto attached copy of Agreement of Merger constituting Charter of Brookline Fabrics, Inc. on file in this office to be true and correct as taken from and compared with the records on file in this office under domestic corporation file No. 27233.



Given under my Hand and the Great Seal of the State at Columbia this 22 day of June, A. D., 19 54, and in the one hundred and 78th year of the Independence of the United States of America.

O. Frank Thornton

O. Frank Thornton
Secretary of State

Recorded June 23rd, 1954 at 9:59 A. M. #13825