



CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
SOUTHERN BLEACHERY AND PRINT WORKS, INC.  
(a Delaware Corporation)  
into  
BURLINGTON INDUSTRIES, INC.  
(a Delaware Corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

The undersigned Vice President and Assistant Secretary of Burlington Industries, Inc., a Delaware corporation, DO HEREBY CERTIFY that Burlington Industries, Inc. is the owner of record and beneficially of in excess of 99% of all of the outstanding stock of Southern Bleachery and Print Works, Inc., a Delaware corporation, and that pursuant to a plan of Merger duly adopted by the Board of Directors of Burlington Industries, Inc. duly called and convened, the merger of Southern Bleachery and Print Works, Inc. into Burlington Industries, Inc. in accordance with the laws of the State of Delaware, effective as at the close of business on January 2, 1965, has been authorized and approved. We do further certify that the following is a copy of the preambles and resolutions of the Board of Directors of Burlington Industries, Inc., duly convened and held in New York, New York on December 7, 1964, at which meeting a quorum was present, authorizing such merger and assumption by Burlington Industries, Inc. of all of the obligations of Southern Bleachery and Print Works, Inc.

WHEREAS, Southern Bleachery and Print Works, Inc., a stock corporation organized under the laws of the State of Delaware (hereinafter referred to as "Southern Bleachery") is engaged in business similar to that of this Corporation, and this Corporation owns 341,553½ shares of the 343,913 shares of Common Stock of Southern Bleachery or in excess of 99% of the outstanding shares of Common Stock of Southern Bleachery, said Common Stock being the only class of stock of Southern Bleachery outstanding; and

WHEREAS, it is deemed advisable that Southern Bleachery merge into this Corporation pursuant to the provisions of Section 253 of the Delaware Corporation Law in order that all of the estate, property, rights, privileges and franchises of Southern Bleachery shall vest in and be possessed by this Corporation;

HOW, THEREFORE, BE IT RESOLVED, that Southern Bleachery merge into this Corporation effective as of the close of business on January 2, 1965 to the end that the corporate existence of Southern Bleachery shall cease and this Corporation shall be the corporation surviving such merger, and will assume all of the obligations of Southern Bleachery and this Corporation shall continue under the same name, to-wit Burlington Industries, Inc., and the Certificate of Incorporation, as amended, By-Laws and authorized stock of this Corporation shall continue unchanged by the merger; and

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