



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

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Deering Milliken, Inc., a corporation organized and existing under  
and by virtue of the General Corporation Law of the State of Delaware, DOES  
HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation at a meeting  
held on the 5th day of August, 1976, duly adopted a resolution proposing  
and declaring advisable the following amendment to the Certificate of  
Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Deering  
Milliken, Inc. as amended and set forth and stated in Article  
Second of the Plan and Agreement of Merger between The Cotwool  
Manufacturing Corporation and Deering Milliken & Co., Inc. and  
filed with the Secretary of State of Delaware on June 10, 1960,  
be amended effective October 8, 1976 by changing the Article  
thereof numbered "SECOND, paragraph (1)" so that as amended said  
Article shall be and read as follows:

"(1) The name of the Corporation is and shall be Milliken &  
Company."

SECOND: That in lieu of a meeting and vote of stockholders, the sole  
stockholder of the company has given written consent to said amendment in  
accordance with the provisions of section 228 of The General Corporation Law  
of the State of Delaware.

06 DEC 1976

2:00 AS

4328 RV-2J