

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS,

J. M. PERRY and THOMAS K. JOHNSTONE, JR.,

both of

Greenville, South Carolina

did on the 25th day of September, 19 61, file with the Secretary of State a written Declaration signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is HONEY-WORTH INDUSTRIES, INC.

THIRD: That the principal place of business is Greenville, South Carolina (Mailing address: c/o Her Majesty Underwear Co., Mauldin, S. C.)

FOURTH: That the general nature of the business which it is proposed to do is to manufacture, buy, sell, trade, and generally deal in and with wearing apparel of every type and description; to do any and all other things necessary or incident to a business of this character; to engage in any allied business or activities; and to have and exercise any and all powers generally conferred by the laws of the State of South Carolina upon corporations of like character.

FIFTH: That the amount of the capital stock is Ten Thousand (\$10,000.00)-----Dollars payable twenty per cent (20%) in cash and the balance at call of Directors.

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100) of the par value of One Hundred (\$100.00) each-----Dollars.

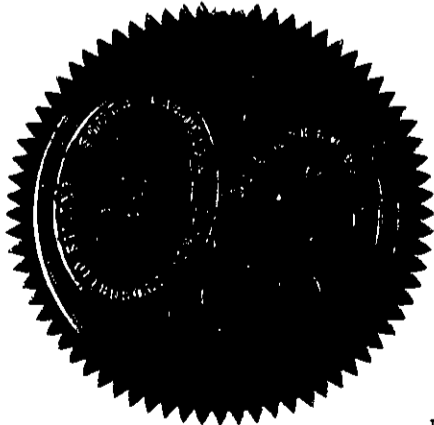
SEVENTH: That, after due notice, a meeting of the subscribers was held on the 23rd day of September, 19 61, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Thomas K. Johnstone, Jr., J. M. Perry, B. J. McGee

EIGHTH: That subsequently there was elected as President, Thomas K. Johnstone, Jr. ; as Vice-President, B. J. McGee ; as Secretary, J. M. Perry ; as Treasurer, Thomas K. Johnstone, Jr.

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville Piedmont a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia this 25th day of September in the year of our Lord one thousand nine hundred and 61 and in the one hundred and 86th year of the Independence of the United States of America.



O. Frank Thornton Secretary of State.

Recorded September 26th, 1961 at 9:58 A.M. #7997

SATISFIED AND CANCELLED OF RECORD

2nd DAY OF July 19 62

Ollie Farnsworth

R. M. C. FOR GREENVILLE COUNTY, S. C.

AT 9:30 O'CLOCK A.M. NO. 559

For cancellation