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ARTICLES OF MERGER

OF

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WESTBORO WEAVING CO., INC., (A FOREIGN CORPORATION)

AND

CLARKTON MILLS, INC. (A DOMESTIC CORPORATION)

The undersigned domestic and foreign corporations hereby execute these Articles of Merger for the purpose of merging into one of such corporations:

1. The name of each of the undersigned corporations and the State in which it was organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Westboro Weaving Co., Inc.	New York
Clarkton Mills, Inc.	North Carolina

2. This merger is permitted by §901 of the Business Corporation Law of the State of New York and §55-111 of the North Carolina General Statutes.

3. The corporation to survive the merger is Clarkton Mills, Inc., which shall change its name to Westboro Corporation as provided herein, and it shall be a corporation organized under the laws of the State of North Carolina.

4. The Charter of the surviving corporation is amended by the deletion of Article 1 thereof and substituting in lieu thereof the following:

Article I

The name of the corporation is Westboro Corporation.

5. Article IV of the Charter of the surviving corporation is amended by the deletion thereof and insertion in lieu thereof the following:

ARTICLE IV

The corporation shall have authority to issue 100,000 shares of no par stock.

6. The total number of shares of stock of all classes which the parties hereto have authority to issue prior to the amendments contained herein is as follows: