The State of South Carolina,

CHARTER

BY THE SECRETARY OF STATE

WHEREAS,

EXECUTIVE DEPARTMENT

172 10 , FT. M. PERRY and R. M. VICK

both of

Greenville, South Carolina

did on the 11th. day of December , 19 56 , 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 VOLUME MERCHANDISE OF MARION INC.

THIRD: That the principal place of business is Greenville, South Carolina

FOURTH: That the general nature of the business which it is proposed to do is to manufacture, fashion, design, fabricate, buy, sell, distribute, export, import, trade and deal in and with, at wholesale or retail, ladies and children's wearing apparel and accessories of every class and description, and all fabrics, yarns, cloth, materials, articles and commodities constituting a part of any of the foregoing or entering into the manufacture thereof.

To build, purchase, or otherwise acquire, own, maintain, sell, lease (as lessor or lessee), mortgage, pledge, improve, and in any and all ways use and operate shops, stores, factories, machinery, equipment, works and facilities for selling, manufacturing, storing and handling any or all of the articles, products, commodities, merchandise and materials dealt in or handled by the corporation.

FIFTH: That the amount of the capital stock is One Hundred (100) shares, all of which shares shall be without nominal or par value payable in money or in labor or property at the consideration fixed from time to time by the board of directors.

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100)

of the par value of No Par Value Dollars

SEVENTH: That, after due notice, a meeting of the subscribers was held on the

10th.

, 19 56 , at which a majority of all stock in value being present in person or by proxy, the following were elected directors: J. M. Perry, R. M. Vick and Fred D. Cox, Jr.

EIGHTH: That subsequently there was elected as President, R. M. Vick

as Vice-President, J. M. Perry

; as Secretary, J. M. Perry

as Treasurer, R. M. Vick

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 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,

11th.

day of December

in the year of our Lord one thousand nine hundred and

fifty-six

and in the one hundred and

United States of America.

Recorded December 12th, 1956 at 10:01 A.M. # 30726