



H 91 383

ACCOUNT NO. : 072100000032

REFERENCE : 647886 4308005

AUTHORIZATION :

*Patricia Papp*

COST LIMIT : \$ 70.00

FILED  
97 DEC 24 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 647886-025

800002381818--2

CUSTOMER NO: 4308005

CUSTOMER: Ms. Marie E. Decarlo  
Pepper, Hamilton & Scheetz  
3000 Two Logan Sq.  
(18th & Arch Sts.)  
Philadelphia, PA 19103

ARTICLES OF MERGER

EFFECTIVE DATE  
*1-5-98*

RECEIVED  
97 DEC 24 AM 10:50  
DIVISION OF CORPORATION

NUTMEG MILLS, INC.

INTO

BASSETT-WALKER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

*Mergers*  
*[Signature]*  
*12/26*

H 9 1383

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NUTMEG MILLS, INC., a Florida corporation, document number H91383

INTO

**BASSETT-WALKER, INC.**, a Virginia corporation not qualified in Florida.

File date: December 24, 1997, effective January 3, 1998

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

NUTMEG MILLS, INC.

AND

BASSETT-WALKER, INC.

FILED  
97 DEC 24 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-3-98

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Nutmeg Mills, Inc., a Florida corporation with and into Bassett-Walker, Inc., a Virginia corporation.

2. The shareholders of Nutmeg Mills, Inc. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by unanimous written consent given by them on December 18, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Nutmeg Mills, Inc. with and into Bassett-Walker, Inc. is permitted by the laws of the jurisdiction of organization of Bassett-Walker, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by unanimous written consent of the shareholders of Bassett-Walker, Inc. was December 18, 1997.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:06 a.m. on January 3, 1998.

Executed on December 19, 1997.

NUTMEG MILLS, INC.

By: Frank Pickard  
Name: Frank C. Pickard, III  
Capacity: Vice President

Executed on December 19, 1997.

BASSETT-WALKER, INC.

By: Candace Cummings  
Name: Candace S. Cummings  
Capacity: Vice President

**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
NUTMEG MILLS, INC.  
AND  
BASSETT-WALKER, INC.**

THIS AGREEMENT AND PLAN OF MERGER has been adopted by Nutmeg Mills, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 18, 1997, and by Bassett-Walker, Inc., a business corporation organized under the laws of the Commonwealth of Virginia, by resolution of its Board of Directors on December 18, 1997. The names of the corporations planning to merge are Nutmeg Mills, Inc., a business corporation organized under the laws of the State of Florida, and Bassett-Walker, Inc., a business corporation organized under the laws of the Commonwealth of Virginia. The name of the surviving corporation into which Nutmeg Mills, Inc. plans to merge is Bassett-Walker, Inc.

1. Nutmeg Mills, Inc. and Bassett-Walker, Inc., shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Virginia Stock Corporation Act, be merged with and into a single corporation, to wit, Bassett-Walker, Inc., which shall be the surviving corporation at the Effective Time and Date (as defined herein) of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "VF Knitwear, Inc." pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of Nutmeg Mills, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the Effective Time and Date of the merger in accordance with the laws of the jurisdiction of its organization. 12:06 a.m. on January 3, 1998 shall be the Effective Time and Date of the merger (the "Effective Time and Date").

2. The Articles of Incorporation of the surviving corporation at the Effective Time and Date of the merger shall be the Articles of Incorporation of said surviving corporation except that article one hereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the Effective Time and Date of the merger:

"ARTICLE 1: The name of the Corporation is "VF Knitwear, Inc."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further change, altered, or amended in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

3. The present bylaws of the surviving corporation shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act. Subject to applicable law, this Agreement and Plan of Merger may be amended, modified and supplemented in writing by the parties hereto in any and all respects before the effective time of the merger, by action taken by the respective Boards of Directors of

surviving corporation and non-surviving corporation or by the respective officers authorized by such Boards of Directors.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors and officers or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, at the Effective Time and Date of the merger, be canceled and extinguished without any conversion thereof into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Time and Date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the surviving corporation entitled to vote in the manner prescribed by the provisions of the Virginia Stock Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.


9. This Agreement and Plan of Merger may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

10. This Agreement and Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia without regard to the conflict of laws rules thereof. Any legal proceeding arising out of or relating to this Agreement and Plan of Merger shall be instituted in any court of general jurisdiction in the Commonwealth of Virginia.

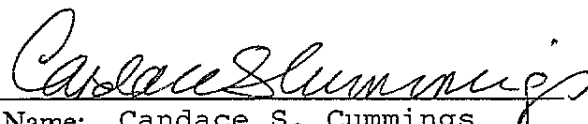
11. If any term, provision, covenant or restriction contained in this Agreement and Plan of Merger is held by a court of competent jurisdiction or other authority to be invalid, void, unenforceable or against its regulatory policy, the remainder of the terms and conditions contained in this Agreement and Plan of Merger shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger this 19th day of December, 1997.

NUTMEG MILLS, INC.

By:   
Name: Frank C. Pickard III  
Title: Vice President

BASSETT-WALKER, INC.

By:   
Name: Candace S. Cummings  
Title: Vice President