

H91383



ACCOUNT NO. : 072100000032
 REFERENCE : 647886 4308005
 AUTHORIZATION : *Patricia Pignato*
 COST LIMIT : \$ 70.00

FILED
 97 DEC 24 PM 12:17
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 EFFECTIVE DATE
 1/3/98

ORDER DATE : December 23, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 647886-020

700002381817--5

CUSTOMER NO: 4308005

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

ARTICLES OF MERGER

MCBRIAR CAP COMPANY, INC.

INTO

NUTMEG MILLS, INC.

RECEIVED
 97 DEC 24 AM 10:50
 DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____

Merger

DEC 24 1997

H91383

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MCBRIAR CAP COMPANY, INC., a Florida corporation, S75026

INTO

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

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

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
MCBRIAR CAP COMPANY, INC.
AND
NUTMEG MILLS, INC.

FILED
97 DEC 24 PM 12:17
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, Nutmeg Mills, Inc., the Florida parent business corporation and the domestic wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is an Agreement and Plan of Merger for merging McBriar Cap Company, Inc. into Nutmeg Mills, Inc., as approved by the Boards of Directors of each of the parent corporation and subsidiary corporation on December 18, 1997.
2. The aforesaid Agreement and Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 18, 1997.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for shall be 12:01 a.m. on January 3, 1998.

Executed on December 19, 1997.

MCBRIAR CAP COMPANY, INC.

By: *D. G. MacFarlan*
Name: Daniel G. MacFarlan
Capacity: President

NUTMEG MILLS, INC.

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

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN NUTMEG MILLS, INC.
AND
MCBRIAR CAP COMPANY, 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 McBriar Cap Company, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 18, 1997. Nutmeg Mills, Inc. is the owner of all of the outstanding shares of McBriar Cap Company, Inc.

1. Nutmeg Mills, Inc. and McBriar Cap Company, Inc., shall, pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Nutmeg Mills, 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 "Nutmeg Mills, Inc." pursuant to the provisions of the Florida Business Corporation Act. The separate existence of McBriar Cap Company, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the Effective Time and Date of the merger. 12:01 a.m. on January 3, 1998 shall be the effective time and date of the merger (the "Effective Time and Date").

2. Each of the issued shares of McBriar Cap Company, Inc. shall not be converted in any manner into shares of the surviving corporation, but each said share which is issued immediately prior to the Effective Time and Date of the merger shall be surrendered and extinguished. The issued shares of Nutmeg Mills, Inc. shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the Effective Time and Date of the merger shall continue to represent one issued share of Nutmeg Mills, Inc.

3. The Board of Directors and the proper officers of Nutmeg Mills, Inc. 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. This Agreement and Plan of Merger and the other documents referred to herein or delivered pursuant hereto collectively contain the entire understanding of the parties hereto with respect to the subject matter contained herein and supersede all prior and contemporaneous agreements and understandings, oral and written, with respect thereto.

4. The present 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 and said articles of incorporation shall continue in full force and effect until changed,

altered, or amended and changed in the manner prescribed by the provisions of the Florida Business Corporation.

5. The present bylaws of the surviving corporation at the Effective Time and Date of the merger 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 Florida Business Corporation.

6. The directors and officers in office of the surviving corporation at the Effective Time and 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 or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. 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.

8. 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.


9. 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 State of Florida 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 State of Florida.

10. 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.

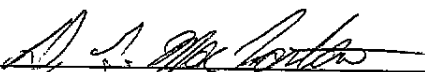
[INTENTIONALLY LEFT BLANK]

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

MCBRIAR CAP COMPANY, INC.

By: 
Name: Daniel G. MacFarlan
Title: President