

225357



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 286609 7171103

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
99 JUN 25 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 24, 1999

ORDER TIME : 4:01 PM

ORDER NO. : 286609-035

CUSTOMER NO: 7171103

000002916370--6

CUSTOMER: Jennifer Avriett, Legal Asst  
Vf Corporation  
Suite 500  
628 Green Valley Road  
Greensboro, NC 27408

ARTICLES OF MERGER

GREENBRIER GARMENT COMPANY

INTO

R & R UNIFORMS OF FLORIDA,  
INC.

EFFECTIVE DATE  
7-2-99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

C. COULLETTE JUN 25 1999

RECEIVED  
99 JUN 25 PM 4:40  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**GREENBRIER GARMENT COMPANY, a Tennennsee corporation not qualified**

**INTO**

**R & R UNIFORMS OF FLORIDA, INC., a Florida corporation, 225357.**

**File date: June 25, 1999 , effective July 2, 1999**

**Corporate Specialist: Cheryl Coulliette**

**Account number: 072100000032**

**Account charged: 70.00**

**Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314**

**ARTICLES OF MERGER  
OF  
GREENBRIER GARMENT COMPANY  
INTO  
R & R UNIFORMS OF FLORIDA, INC.**

FILED  
99 JUN 25 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

1. The surviving corporation is R & R Uniforms of Florida, Inc., a Florida corporation.
2. The merging corporation is Greenbrier Garment Company, a Tennessee corporation.
3. Annexed hereto and made a part hereof is the Agreement and Plan of Merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59:54 p.m. Eastern Daylight Time on July 2, 1999.
5. The Agreement and Plan of Merger was adopted by the Board of Directors of the surviving corporation on June 23, 1999.
6. The Agreement and Plan of Merger was adopted by the Board of Directors of the merging corporation on June 23, 1999.
7. In respect of Greenbrier Garment Company, the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote on the Agreement and Plan of Merger herein provided for, are as follows:
  - (a) Designation of voting group: 1,000 shares of Common Stock, with no par value per share
  - (b) Number of outstanding shares of voting group: 1,000
  - (c) Number of votes of voting group entitled to be cast by each voting group entitled to vote on the Agreement and Plan of Merger: 1,000

The said number of votes cast for the said Agreement and Plan of Merger was sufficient for the approval thereof by the shareholders of Greenbrier Garment Company's Common Stock, with no par value per share.

In respect of R & R Uniforms of Florida, Inc. the total number of undisputed votes cast for the Agreement and Plan of Merger herein provided for by each voting group entitled to vote on the said merger is as follows:

- (a) Designation of voting group: 100 shares of Common Stock, with no par value per share

EFFECTIVE DATE  
7-2-99

- (b) Number of undisputed votes of voting group cast for the Agreement and Plan of Merger: 100
- (c) Number of votes of voting group entitled to be cast by each voting group entitled to vote on the Agreement and Plan of Merger: 100

The said number of votes cast for the said Agreement and Plan of Merger was sufficient for the approval thereof by the shareholders of R & R Uniforms of Florida, Inc.'s Common Stock, with no par value per share.

8. Upon consummation of the merger, the name of the merged corporation shall be R & R Uniforms, Inc., and the Articles of Incorporation of the merged corporation are hereby amended to reflect such name.

Executed on June 23, 1999

GREENBRIER GARMENT COMPANY

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

R & R UNIFORMS OF FLORIDA, INC.

By: Robert H. Matthews  
Name: Robert H. Matthews  
Capacity: President

**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
GREENBRIER GARMENT COMPANY  
AND  
R & R UNIFORMS OF FLORIDA, INC.**

THIS AGREEMENT AND PLAN OF MERGER has been adopted by Greenbrier Garment Company, a business corporation organized under the laws of the State of Tennessee, by the unanimous written consent of its Board of Directors on June 23, 1999, and by R & R Uniforms of Florida, Inc., a business corporation organized under the laws of the State of Florida, by unanimous written consent of its Board of Directors on June 23, 1999.

1. Greenbrier Garment Company and R & R Uniforms of Florida, Inc. shall, pursuant to the provisions of the Tennessee Business Corporation Act and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to-wit, R & R Uniforms of Florida, 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 "R & R Uniforms, Inc." pursuant to the provisions of the laws of the State of Florida. The separate existence of Greenbrier Garment Company, 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 State of Tennessee. The effective time and date of the merger shall be 11:59:54 p.m. Eastern Daylight Time on July 2, 1999 (the "Effective Time and Date").

2. 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 in the manner prescribed by the provisions of the laws of the State of Florida.

3. 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 laws of the State of Florida.

4. 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.

5. Each issued share of the common stock of the non-surviving corporation immediately prior to the Effective Time and Date of the merger shall, at the Effective Time and Date of the merger, be converted into a share of the common stock of the surviving corporation. The issued shares of the common stock of the surviving corporation shall be canceled and extinguished without any conversion or exchange in any manner.

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

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of the non-surviving corporation entitled to vote in the manner prescribed by the laws of the jurisdiction of its organization, and 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 provisions of the laws of the State of Tennessee and the laws of the State of Florida, 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 Tennessee and the laws of the State of Florida, 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 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.

10. Subject to applicable law, this Agreement and Plan of Merger may be terminated, amended, modified or supplemented in writing by the parties hereto in any and all respects before the Effective Time and Date 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.

11. 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.

12. 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 Tennessee without regard to the conflict of laws rules thereof. Each of the parties hereto is a direct or an indirect subsidiary of VF Workwear, Inc., a Delaware corporation having its principal place of business in the State of Tennessee.

13. 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 23<sup>rd</sup> day of June, 1999.

GREENBRIER GARMENT COMPANY

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

R & R UNIFORMS OF FLORIDA, INC.

By: Robert H. Matthews  
Name: Robert H. Matthews  
Title: President