



1491382

ACCOUNT NO. : 072100000032

REFERENCE : 647886 4308005

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 647886-030

CUSTOMER NO: 4308005

000002381820--6

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

EFFECTIVE DATE

Jan 3, 1998

ARTICLES OF MERGER

NUTMEG INDUSTRIES, INC.

INTO

VF KNITWEAR INDUSTRIES, INC.

RECEIVED
97 DEC 24 AM 10:49
DIVISION OF CORPORATIONS

FILED
97 DEC 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

Marger
RC 12/29

H 91382

ARTICLES OF MERGER
Merger Sheet

MERGING:

NUTMEG INDUSTRIES, INC., a Florida corporation, document number H91382

INTO

VF KNITWEAR INDUSTRIES, INC., a Delaware 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 INDUSTRIES, INC.
AND

VF KNITWEAR INDUSTRIES, INC.

To the Department of State
State of Florida

FILED
97 DEC 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan 3, 1998

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 Industries, Inc., a Florida corporation ("Industries") with and into VF Knitwear Industries, Inc., a Delaware corporation ("VF Knitwear").

2. The shareholders of Industries 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 Industries with and into VF Knitwear is permitted by the laws of the jurisdiction of organization of VF Knitwear and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by unanimous written consent of the shareholders of VF Knitwear was December 18, 1997.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:11 a.m. January 3, 1998.

Executed on December 19, 1997.

NUTMEG INDUSTRIES, INC., A
FLORIDA CORPORATION

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

Executed on December 19, 1997.

VF KNITWEAR INDUSTRIES, INC., A
DELAWARE CORPORATION

By: D. G. MacFarlan
Name: Daniel G. Mac Farlan
Capacity: President

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN NUTMEG INDUSTRIES, INC.
AND
VF KNITWEAR INDUSTRIES, INC.**

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

1. Nutmeg Industries, Inc., a Florida corporation and VF Knitwear Industries, Inc., a Delaware corporation, shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, VF Knitwear Industries, Inc., a Delaware corporation, 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 Industries, Inc. pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Nutmeg Industries, Inc., a Florida corporation, 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. 12:11 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 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 Delaware General Corporation Law.

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 Delaware General Corporation Law. 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 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. The directors and officers in office of the surviving corporation upon 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 and

officers or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

4. 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.

5. 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 State of Florida, 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 Delaware General Corporation Law.

6. 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 Delaware General Corporation Law, 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 State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. 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.

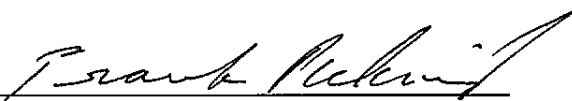
8. This Agreement and Plan of Merger may be executed in several counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

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 Delaware 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 Delaware.

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.

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

NUTMEG INDUSTRIES, INC., A FLORIDA CORPORATION

By: 

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

VF KNITWEAR INDUSTRIES, INC., A DELAWARE CORPORATION

By: 

Name: Daniel G. Mac Farlan
Title: President