



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 822016 4321551

AUTHORIZATION : *[Handwritten signature]*

COST LIMIT : \$ 70.00

ORDER DATE : September 25, 2013

ORDER TIME : 3:37 PM

ORDER NO. : 822016-005

CUSTOMER NO: 4321551

Please file [initials]

ARTICLES OF MERGER

GILDAN ACTIVEWEAR MALONE,
INC.

INTO

GILDAN ACTIVEWEAR
(US HOLDINGS) INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

FILED

10 SEP 25 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

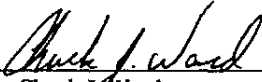
The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

- FIRST: The name of the surviving corporation is GILDAN ACTIVEWEAR (US HOLDINGS) INC., a corporation organized under the laws of Florida.
- SECOND: The name of the merging corporation is GILDAN ACTIVEWEAR MALONE, INC., a corporation organized under the laws of New York.
- THIRD: Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
- FOURTH: These articles will be effective at 12:01 a.m. on September 29, 2013.
- FIFTH: The Plan of Merger was adopted by the directors and shareholder of the surviving corporation on September 20, 2013.
- SIXTH: The Plan of Merger was adopted by the directors and shareholder of the merging corporation on September 20, 2013.

[Signature Page to Follow]

This is, the 25th day of September, 2013.

GILDAN ACTIVEWEAR (US HOLDINGS) INC.

By: 
Name: Chuck J. Ward
Title: President

GILDAN ACTIVEWEAR MALONE, INC.

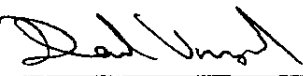
By: _____
Name: David Voizard
Title: Vice President Finance

This is the 25th day of September, 2013.

GILDAN ACTIVEWEAR (US HOLDINGS) INC.

By: _____
Name: Chuck J. Ward
Title: President

GILDAN ACTIVEWEAR MALONE, INC.

By:  _____
Name: David Voizard
Title: Vice President Finance

FILED

19 SEP 25 AM 11:24

PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This PLAN OF MERGER (the "Plan of Merger") is by and between Gildan Activewear Malone, Inc., a New York corporation (f/k/a Malone Manufacturing, Inc.) ("Malone"), and Gildan Activewear (US Holdings) Inc., a Florida corporation (f/k/a as Gildan Activewear Miami, Inc., f/k/a Miami Activewear Distribution Inc.) ("US Holdings"). Malone and US Holdings hereby agree as follows:

1. Malone shall, pursuant to the provisions of Section 907 of the New York Business Corporation Law (the "NYBCL") and Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), be merged with and into US Holdings, with US Holdings being the surviving corporation at the effective time and date of the merger. US Holdings shall continue to exist as the surviving corporation under its present name. The separate existence of Malone shall cease at the effective time and date of the merger in accordance with the provisions of the NYBCL and the FBCA.

2. The designation and number of outstanding shares of each class and series of stock of each of Malone and US Holdings and the voting rights thereof are as follows immediately prior to the effective time and date of the merger:

<u>Corporation</u>	<u>Shares Outstanding</u>	<u>Classes and Series Entitled to Vote</u>	<u>Classes and Series Entitled to Vote as a Class</u>
Malone	Common: 101	Common	None
US Holdings	Common: 894	Common	None
	Preferred: 1	Preferred	None

3. The articles of incorporation of US Holdings as in force and effect immediately prior to the effective time and date of the merger in the State of Florida shall be the articles of incorporation of the surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the State of Florida.

4. The bylaws of US Holdings as in force and effect immediately prior to the effective time and date of the merger shall be the bylaws of the 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.

5. The directors and officers of US Holdings in office immediately prior to 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.

6. The issued shares of Malone immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted in any manner, but each such share which is issued immediately prior to the effective time and date of the merger shall be cancelled. The issued shares of US Holdings shall not be converted 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.

7. This Plan of Merger herein made has been duly approved in the manner required under the laws of the States of New York and Florida.

8. The Board of Directors and the proper officers of Malone and the Board of Directors and the proper officers of US Holdings, 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 Plan of Merger or of the merger provided for herein.

9. The Board of Directors of Malone or the Board of Directors of US Holdings may terminate this Plan of Merger at any time before articles of merger are filed with the Secretary of State of Florida and a certificate of merger is filed with the New York Department of State.


10. The merger provided for in this Plan of Merger shall be effective as of 12:01 a.m. on September 29, 2013.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger to be effective as of 12:01 a.m. on September 29, 2013.

MERGING CORPORATION:

Gildan Activewear Malone, Inc.
a New York corporation

By: 
Name: David Voizard
Title: Vice President Finance

SURVIVING CORPORATION:

Gildan Activewear (US Holdings) Inc.
a Florida corporation

By: _____
Name: Chuck J. Ward
Title: President

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger to be effective as of 12:01 a.m. on September 29, 2013.

MERGING CORPORATION:

Gildan Activewear Malone, Inc.
a New York corporation

By: _____
Name: David Voizard
Title: Vice President Finance

SURVIVING CORPORATION:

Gildan Activewear (US Holdings) Inc.
a Florida corporation

By: Chuck J. Ward
Name: Chuck J. Ward
Title: President