

F93000000373



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 701893 7171103

AUTHORIZATION :

Patricia Piggett

COST LIMIT : \$ 70.00

ORDER DATE : May 18, 2000

ORDER TIME : 5:04 PM

ORDER NO. : 701893-010

CUSTOMER NO: 7171103

200003258862--4

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

ARTICLES OF MERGER

VF UNIFORMS, INC.

INTO

VF WORKWEAR, INC.

EFFECTIVE DATE: 07/01/2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

EFFECTIVE DATE
07-01-00

Marger
5-19-00
BVS

FILED
TALLAHASSEE, FLORIDA
MAY 19 2000

00 MAY 19 PM 12:08

FILED

RECEIVED
TALLAHASSEE, FLORIDA
MAY 19 2000

00 MAY 19 AM 8:54

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

VF UNIFORMS, INC., a Florida corporation, 225357

into

VF WORKWEAR, INC., a Delaware entity F93000000373

File date: May 19, 2000 , effective July 1, 2000

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
VF UNIFORMS, INC.
INTO
VF WORKWEAR, INC.

FILED

00 MAY 19 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging VF Uniforms, Inc. with and into VF Workwear, Inc. as approved by unanimous written consent of the Board of Directors of VF Uniforms, Inc. effective May 12, 2000.

2. The merger of VF Uniforms, Inc. with and into VF Workwear, Inc. is permitted by the laws of the jurisdiction of organization of VF Workwear, Inc. and has been authorized in compliance with said laws. The Agreement and Plan of Merger was adopted by the Board of Directors of VF Workwear, Inc. on May 12, 2000, and by the Board of Directors of VF Uniforms, Inc. on May 12, 2000.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. Eastern Daylight Time, on July 1, 2000.

Executed on May 17, 2000.

EFFECTIVE DATE
07-01-00

VF UNIFORMS, INC.

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

VF WORKWEAR, INC.

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

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
VF WORKWEAR, INC.
AND
VF UNIFORMS, INC.**

THIS AGREEMENT AND PLAN OF MERGER approved on May 12, 2000 by VF Uniforms, Inc., a business corporation incorporated under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on May 12, 2000 by VF Workwear, Inc., a business corporation incorporated under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

1. VF Uniforms, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), be merged into VF Workwear, Inc., which shall be the surviving corporation upon the effective time and date (as defined herein) of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "parent corporation" or the "surviving corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the DGCL. The separate existence of VF Uniforms, Inc., which is a wholly-owned subsidiary of VF Workwear, Inc., and which is sometimes hereinafter referred to as the "subsidiary corporation" or the "non-surviving corporation", shall cease upon the effective time and date of the merger in accordance with the provisions of the FBCA. The effective time and date of the merger shall be 11:59 p.m. Eastern Daylight Time on July 1, 2000 (the "Effective Time and Date").

2. The Certificate of Incorporation and Bylaws of the parent corporation upon the Effective Time and Date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation and Bylaws of said surviving corporation, and said Certificate of Incorporation and Bylaws shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

3. The directors and officers in office of the parent 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.

4. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Agreement and Plan of Merger and prior to the Effective Time and Date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the Effective Time and Date of the merger in

the jurisdiction of its organization. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Time and Date of the merger shall continue to represent one issued share of the parent corporation.

5. In the event that the merger of the subsidiary corporation into the parent corporation shall have been fully authorized in accordance with the provisions of said DGCL, and, in the event that this Agreement and Plan of Merger shall have been fully approved and adopted by the Board of Directors of the subsidiary corporation in the manner prescribed by the provisions of the FBCA, the parent corporation and the subsidiary 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 Delaware 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.

6. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger and/or Certificates of Ownership and Merger upon behalf of said corporations, in conformity with the provisions of the FBCA and the DGCL; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary 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.

7. 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.

8. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the DGCL and the full authorization of the merger in accordance therewith, and notwithstanding the full adoption and approval of this Agreement and Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the FBCA, 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 the parent corporation or the subsidiary corporation or by the respective officers authorized by such Boards of Directors.

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 when taken 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 State of Delaware without regard to the conflict of laws rules thereof.

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 12th day of May, 2000.

VF UNIFORMS, INC.

By: Candace S. Cummings

Name: Candace S. Cummings

Title: Vice President

VF WORKWEAR, INC.

By: Robert H. Matthews

Name: Robert H. Matthews

Title: President