

FILED
GREENVILLE CO. S. C.

JUN 15 4 21 PM 1956

OLLIE FARNSWORTH
R.M.C.

THE STATE OF SOUTH CAROLINA

EXECUTIVE DEPARTMENT

1142

By the Secretary of State

Whereas, WM. C. TORKINGTON, GEORGE A. BUCKLEY and BAXTON R. HEINZ

a majority of the Board of Directors of

BROOKLINE FABRICS, INC.
(Greenville, S. C.)

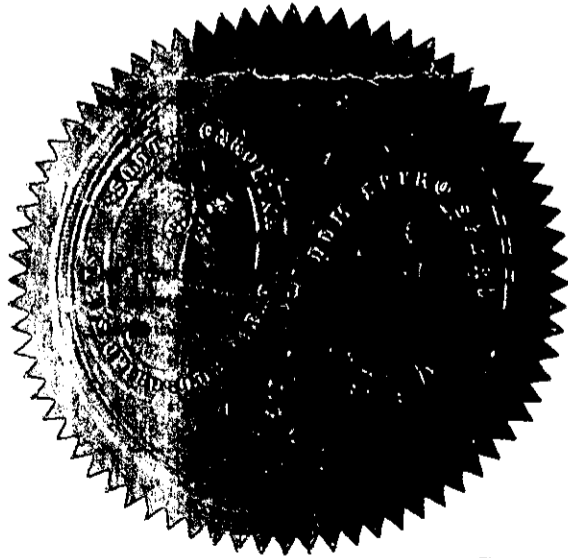
a corporation created under and pursuant to the laws of South Carolina, by certificate issued by the Secretary of State on the 1st day of June, A. D. 1953.

HAVE CERTIFIED, over their signatures, Resolutions authorizing in behalf of the aforesaid Corporation that the authorized capital of this corporation shall consist of the following number and classes of stock: Twenty-five Hundred (2500) shares of \$1.25 cumulative preferred stock (without par value) and Eighteen Hundred Forty (1840) shares of common stock (par value \$100.00 per share).

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the stockholders of the aforesaid Corporation, of which thirty days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 7, Article 1, Code of Laws of South Carolina, 1952, and all amendments thereto.

NOW, THEREFORE, I, O. FRANK THORNTON Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1952, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia, this 14th day of June, in the year of our Lord One Thousand nine hundred and 56 and in the one hundred and eightieth year of the Independence of the United States of America.



O. Frank Thornton
O. FRANK THORNTON,
Secretary of State.

Recorded June 15th, 1956 at 4:21 P.M. #15463