

AGREEMENT OF MERGER, dated this 17th day of March, 1958, made and entered into by and between CARLY CORP., and the directors thereof, party of the first part, and ANGELA MACHINERY CORP. and the directors thereof, party of the second part, both being corporations organized and existing under and by virtue of the laws of the state of South Carolina.

WITNESSETH that:

WHEREAS the parties to this agreement deem it advisable that ANGELA MACHINERY CORP., the corporate party of the second part, be merged into CARLY CORP., the corporate party of the first part, the surviving corporation to be the same corporation as the party of the first part, and

WHEREAS there was issued by the Secretary of State of South Carolina a charter dated May 22, 1956, constituting and creating CARLY CORP. (formerly known as CLAIRMONT MILLS, INC.) into a corporation, under the laws of the State of South Carolina, with its principal place of business at Greenville, South Carolina and with a capital stock of Two Hundred (200) shares all of which shares are Common stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00), and there are issued and outstanding One Hundred Ten (110) shares of Common stock, and

WHEREAS there was issued by the Secretary of State of South Carolina a charter dated May 22, 1956, constituting and creating ANGELA MACHINERY CORP. into a corporation, under the laws of the State of South Carolina, with its principal place of business at Greenville, South Carolina and with a capital stock of Five Hundred (500) shares, all of which shares are Common stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00), and there are issued and outstanding Two Hundred Eighty Five (285) shares of Common stock.

NOW, THEREFORE, the boards of directors of each of the said corporations, parties to this agreement, have agreed and do hereby agree, each with the other, that ANGELA MACHINERY CORP., the corporate party of the second part shall be merged into CARLY CORP., the corporate party of the first part, and that CARLY CORP., the corporate party of the first part, shall merge into itself ANGELA MACHINERY CORP., the corporate party of the second part, pursuant to the

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