

AGREEMENT OF MERGER, dated this 15th day of December, 1958, made and entered into by and between KERSHAW CORP., a corporation organized and existing under and by virtue of the laws of the State of New York, and the directors thereof, party of the first part, and CARLY CORP., a corporation organized and existing under and by virtue of the laws of the State of South Carolina, and the directors thereof, party of the second part.

WITNESSETH that:

WHEREAS, the parties to this agreement deem it advisable that CARLY CORP., the corporate party of the second part be merged into KERSHAW 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 New York a charter dated January 20, 1956, constituting and creating KERSHAW CORP. (formerly known as M. M. Clairmont, Inc.) into a corporation, under the laws of the State of New York, with its principal place of business at New York, New York, and with a capital stock of One Thousand (1,000) shares, all of which shares are Common stock without nominal or par value, and there are issued and outstanding Two Hundred (200) shares of such Common stock, 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 Thirty-Eight (138) 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 CARLY CORP., the corporate party of the second part shall be merged into KERSHAW CORP., the corporate party of the first part, and that

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