

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, dated as of June 30, 1959, by and between

CRANSTON PRINT WORKS COMPANY, a Rhode Island corporation (hereinafter called "Cranston");

SCHWARTZ-LIEBMAN TEXTILES, INC., a New York corporation (hereinafter called "Schwartz"); and

V.I.P. FABRICS, INC., a Rhode Island corporation (hereinafter called "V.I.P."); and the directors of each of the above named corporations;

W I T N E S S E T H:

WHEREAS, Cranston, Schwartz and V.I.P. (hereinafter sometimes called the "Constituent Corporations") desire to merge into a single corporation pursuant to Section 907 of the Business Corporation Law of the State of New York and Section 7.5.4 of the General Corporation Law of the State of Rhode Island 1956, as amended, with Cranston being the surviving corporation as hereinafter specified;

WHEREAS, Cranston was incorporated on December 3, 1934, under the General Laws of the State of Rhode Island, and has 545,831 shares of \$10 par value common stock authorized, of which 540,031 shares are issued and presently outstanding;

WHEREAS, V.I.P. was incorporated on March 19, 1954, under the laws of the State of Rhode Island and has 15,000 shares of \$10 par value common stock authorized, of which 15,000 are issued and presently outstanding;

WHEREAS, Schwartz was incorporated January 26, 1946, under the laws of the State of New York and has an authorized capital stock consisting of 1,000 shares of common stock, without par

Cranston and V.I.P. in the State of Rhode Island is located at 1381 Cranston Street, Cranston, in said State, and Edward Winsor of 15 Westminster Street, Providence, in said State, is the agent upon whom process against said corporations may be served within said State;

WHEREAS, the registered office of Schwartz in the State of New York is at 1384 Broadway, New York, New York, and the registered agent for service of process in said State is the Secretary of the State of New York, Albany, New York;

WHEREAS, all of the issued and outstanding capital stock of V.I.P. and Schwartz is held by Cranston;

WHEREAS, the Board of Directors of each of the Constituent Corporations deem it advisable and generally to the advantage and welfare of said corporations and their stockholders that said Cranston merge into itself said Schwartz and V.I.P., and that said Schwartz and V.I.P. be merged into said Cranston pursuant to the above-mentioned provisions of the laws of the State of New York and the State of Rhode Island;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained and for the purpose of stating the terms and conditions of the merger, the mode of carrying the same into effect, the manner of converting the shares of each of the Constituent Corporations into shares of Cranston, the corporation surviving the merger, and such other details as are deemed desirable, the Constituent Corporations hereby agree as follows:

ARTICLE I.

Corporate Existence of Surviving Corporation.

Cranston hereby merges into itself Schwartz and V.I.P.

William Rockefeller	c/o Shearman & Sterling, 20 Exchange Place, New York, N. Y. 10005
James S. Rockefeller	Room 2900, 399 Park Avenue, New York, N. Y. 10022
J. Harold May	c/o Cranston Print Works Company, Webster, Massachusetts. 01570
Ralph D. Holt	c/o Cranston Print Works Company, Webster, Massachusetts. 01570
Edward W. Lawrence	c/o Cranston Print Works Company, Webster, Massachusetts. 01570
Edward Winsor	15 Westminster Street, Providence, R. I. 02903
Gordon T. Neale	Room 838, 49 Westminster Street, Providence, R. I. 02903

(3) The names, titles and mailing addresses of the persons who are to serve as the officers of the surviving corporation until their respective successors are elected and qualified, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Godfrey S. Rockefeller	Chairman of the Board	108 West 39th Street, New York, N.Y. 10018
Frederic L. Rockefeller	President	108 West 39th Street, New York, N.Y. 10018
J. Harold May	Vice President	c/o Cranston Print Works Company, Webster, Mass. 01570
Douglas Martland	Vice President	c/o Cranston Print Works Company, Webster, Mass. 01570
Edward W. Lawrence	Vice President	c/o Cranston Print Works Company, Webster, Mass. 01570
John Gregory	Vice President	c/o Cranston Print Works Company, Fletcher, N. C.
Ralph D. Holt	Treasurer and Assistant Secretary	c/o Cranston Print Works Company, Webster, Mass. 01570

ARTICLE II.

Articles of Association of Surviving Corporation.

The Articles of Association of Cranston, as heretofore amended, shall, on the effective date of the merger, be the Articles of Association of the surviving corporation.

ARTICLE III.

Shares of Surviving Corporation.

The outstanding shares of Schwartz and V.I.P., the Constituent Corporations, shall be cancelled and the outstanding shares of Cranston, the surviving corporation, after the merger becomes effective, shall be the 540,031 shares presently outstanding.

ARTICLE IV.

By-laws, Officers, Directors and Effective Date.

The terms and conditions of the merger are as follows:

(1) The by-laws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided;

(2) The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders subsequent to the effective date of the merger or until their respective successors are elected and qualify, are as follows:

<u>Name</u>	<u>Address</u>
Godfrey S. Rockefeller	108 West 39th Street, New York, N. Y. 10018
Frederic L. Rockefeller	108 West 39th Street, New York, N. Y. 10018

Raymond M. Walsh	Assistant Secretary and Assistant Treasurer	c/o Cranston Print Works Company, Webster, Mass. 01570
Leo G. Hutchings	Assistant Secretary and Assistant Treasurer	c/o Cranston Print Works Company, Webster, Mass. 01570

(5) This merger shall become effective upon the filing with the Secretary of State of the State of New York of a Certificate of Merger in the form annexed hereto, and upon the filing of a duplicate original of this Agreement with the Secretary of State of the State of Rhode Island. For convenience in adjusting the accounts of the Constituent Corporations, June 30, 1959, shall be deemed the date as of which the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of said Constituent Corporations shall be vested in Cranston, the surviving corporation, and as of which all debts, liabilities and duties of the Constituent Corporations shall attach to Cranston, the surviving corporation, and all operations of each Constituent Corporation on and subsequent to such date shall be for the account of Cranston, the surviving corporation.

ARTICLE V.

Counterparts.

This Agreement of Merger may be executed in any number of counterparts, each of which shall be an original but such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement of Merger and four counterparts thereof to be signed by their respective officers thereunto duly authorized and their corporate seals affixed as of the first day written above.

CRANSTON PRINT WORKS COMPANY

By Frederic L. Rockefeller
President

Edward J. [Signature]
Secretary

By Norman H. Subman
President

Edward W. Wain
Secretary

V.I.P. FABRICS, INC.

By Joseph J. Alderdice
President

Edward W. Wain
Secretary

tificate is attached, was duly submitted to the stockholders of both said corporations, at special meetings of said stockholders, in accordance with the requirements of Section 7.5.4 of the General Corporation Law of the State of Rhode Island 1956, as amended, for the purpose of considering and voting for or against the adoption of said Agreement of Merger, and held after due notice on June 18, 1969; and that at said meetings the votes of stockholders of both said corporations, representing more than two-thirds of the total number of shares of the outstanding stock of each of said corporations, were cast by ballot in favor of the adoption of said Agreement of Merger, which Agreement of Merger was thereupon at said meetings duly adopted as an act of the stockholders of Cranston Print Works Company and V.I.P. Fabrics, Inc.

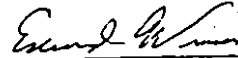
June 18, 1969



Secretary.

I, EDWARD WINSOR, Secretary of Schwartz-Liebman Textiles, Inc., a New York corporation, hereby certify, as such Secretary and under the corporate seal of said corporation, that the Agreement of Merger to which this certificate is attached was duly submitted to the sole stockholder of said Schwartz-Liebman Textiles, Inc. at a special meeting of said stockholder, in accordance with the requirements of Section 907 of the Business Corporation Law of the State of New York, for the purpose of considering and voting for or against the adoption of said Agreement of Merger, and held after due notice on June 9, 1969; that the sole owner of all of the outstanding capital stock of said Schwartz-Liebman Textiles, Inc. was represented at said meeting; and that at said meeting the sole stockholder of said Schwartz-Liebman Textiles, Inc. voted by ballot in favor of the adoption of said Agreement of Merger, which Agreement of Merger was thereupon at said meeting duly adopted as an act of the sole stockholder of said Schwartz-Liebman Textiles, Inc.

June 18, 1969.



Secretary.

STATE OF *New York*
COUNTY OF *New York*

On this *24* day of *June*, 1969, in the City of
in said County and State, personally came before me,
a Notary Public in and for the County and State aforesaid,
Frederic L. Rockefeller, to me personally known, who, being by
me duly sworn, did say that he is the President of Cranston
Print Works Company and that the seal affixed to said instrument
is the corporate seal of said corporation, and that said instru-
ment was signed and sealed in behalf of said corporation by
authority of its Board of Directors and Stockholders, and said
Frederic L. Rockefeller acknowledged said instrument to be the
free act and deed of said corporation and that the facts stated
therein are true.

EDWARD W. KEANE
Notary Public, State of New York
No. 24-7191510
Qualified in Kings Co.
Cert. Filed in New York County
Commission Expires March 30, 1970

Edward W. Keane
Notary Public
My Commission Expires:

ACKNOWLEDGMENT OF SCHWARTZ-LIEBMAN TEXTILES, INC.

STATE OF *NY*
COUNTY OF *NY*

On this *19* day of *June*, 1969, in the City of
in said County and State, personally came before me,
a Notary Public in and for the County and State aforesaid,
Norman H. Liebman, to me personally known, who, being by me duly
sworn, did say that he is the President of Schwartz-Liebman
Textiles, Inc. and that the seal affixed to said instrument is
the corporate seal of said corporation, and that said instrument
was signed and sealed in behalf of said corporation by authority
of its Board of Directors and Stockholders, and said Norman H.
Liebman acknowledged said instrument to be the free act and deed
of said corporation and that the facts stated therein are true.

ARTHUR H. POORE
Notary Public, State of New York
No. 31-3139716
Qualified in New York County
Commission Expires March 30, 1971

Arthur H. Poore
Notary Public
My Commission Expires:

AGREEMENT OF MERGER

CRANSTON PRINT WORKS
COMPANY

SCHWARTZ-LIEBMAN
TEXTILES, INC.

and
sec. of
JUN 26 69 958 CD***20.00
V.I.P. FABRICS, INC.

JUN 26 1969

EDWARDS & ANGELL
15 WESTMINSTER STREET
PROVIDENCE, RHODE ISLAND