

Filing fee: \$20.00

**ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO**

..... METLON CORPORATION .....

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
METALLIC YARNS, INC.	RHODE ISLAND
METLON CORPORATION	NEW YORK <i>(Not qualified TN RI)</i>

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is

..... METLON CORPORATION .....

and it is to be governed by the laws of the State of RHODE ISLAND

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

SEE PLAN ATTACHED HERETO

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

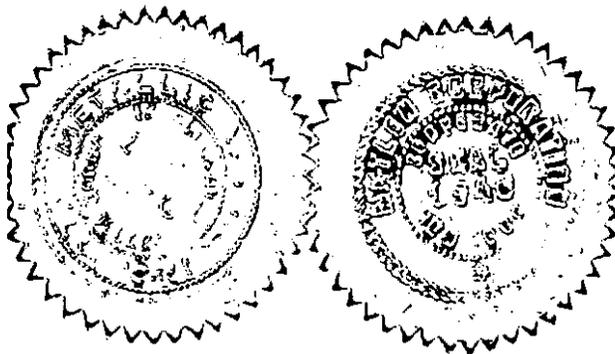
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
METALLIC YARNS, INC.	925	Class "B" Common	925
METLON CORPORATION	40	Common	40

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
METALLIC YARNS, INC.	925	---	Class "B" Common	925	----
METLON CORPORATION	40	---	Common	40	----

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated March 22, 1971



METALLIC YARNS, INC.  
 By *[Signature]*  
 Its President  
 and *[Signature]*  
 Its Secretary  
 METLON CORPORATION  
 By *[Signature]*  
 Its President  
 and *[Signature]*  
 Its Secretary

STATE OF NEW YORK }  
 COUNTY OF NEW YORK } Sc.

At New York in said County on the 22nd day  
 of March 1971, before me personally appeared  
 NORMAN L. FREYDBERG, who being by me first duly sworn, declared that he  
 is the President of METALLIC YARNS, INC.,  
 that he signed the foregoing document as such President of the  
 corporation, and that the statements therein contained are true.

*[Signature]*  
 Notary Public

(NOTARIAL SEAL)

BEATRICE S. ELKIN  
 Notary Public, State of New York  
 No. 81-1100735  
 Qualified in New York County  
 Commission Expires March 30, 1973

STATE OF NEW YORK }  
 COUNTY OF NEW YORK } Sc.

At New York in said County on the 22nd day  
 of March 1971, before me personally appeared  
 NORMAN L. FREYDBERG, who being by me first duly sworn, declared that he  
 is the President of METLON CORPORATION,  
 that he signed the foregoing document as such President of the  
 corporation, and that the statements therein contained are true.

*[Signature]*

(NOTARIAL SEAL)

BEATRICE S. ELKIN  
 Notary Public, State of New York  
 No. 81-1100735  
 Qualified in New York County  
 Commission Expires March 30, 1973

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*J. Brown*  
MAR 30 1971

PLAN OF MERGER  
OF  
METLON CORPORATION  
INTO  
METALLIC YARNS, INC.

The following Plan of Merger has been proposed by the officers of METLON CORPORATION and METALLIC YARNS, INC.:

FIRST: (a) The names of each constituent corporation to the merger are:

METLON CORPORATION and  
METALLIC YARNS, INC.

(b) The name of the surviving corporation is:

METALLIC YARNS, INC.

SECOND: (a) METLON CORPORATION has outstanding 40 Common Shares of voting stock.

(b) METALLIC YARNS, INC. has outstanding 925 Class "B" Shares entitled to vote as a class.

(c) The number of the shares aforementioned is not subject to change prior to the effective date of the merger.

THIRD: The terms and conditions of the merger are as follows:

Until altered, amended, or repealed, as therein provided, the By-Laws of METALLIC YARNS, INC., as in effect at the time of the merger shall become effective, shall be the By-Laws of the surviving corporation.

The First Annual Meeting of the Shareholders of the surviving corporation held after the effective date of this merger shall be the third Tuesday in December, 1971 and every third Tuesday in December thereafter.

All persons who, at the date when the merger shall become effective, shall be the executive or administrative officers of METALLIC YARNS, INC., shall be and remain like officers of the surviving corporation, until the Board of Directors, of the surviving corporation shall elect their respective successors.

When the merger shall become effective, the separate existence of METLON CORPORATION shall cease, and the said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all debts, liabilities, and duties of METLON CORPORATION shall thenceforth attached to the said surviving corporation, and may be enforced against it to the

same extent as if said debts, liabilities, and duties have been incurred or contracted by it.

FOURTH: The manner and basis of conversion of the shares of the constituent corporations are as follows:

Upon the effective date of the merger, each issued share of METLON CORPORATION will be automatically converted into one duly issued, fully paid, and non-assessable Class "B" share of METALLIC YARNS, INC.

FIFTH: Article SECOND of the Articles of Incorporation of METALLIC YARNS, INC. will be amended as follows:

"SECOND: Said corporation shall be known by the name of METLON CORPORATION."

CERTIFICATE

The undersigned, President and Secretary of Metallic Yarns, Inc., hereby certify that at a special meeting of the stockholders of Metallic Yarns, Inc., the following vote reducing the capital of the corporation, was passed by the unanimous vote of all of the issued and outstanding stock of the corporation:

"That the capital of this corporation shall be and hereby is reduced by the amount of the par value of the common stock, i.e., One Thousand Dollars (\$1,000), and that appropriate steps shall be taken so that the only authorized and outstanding stock of the corporation shall be the Class B stock.

Henry E. Owens  
President

(Corporate seal)

Benjamin R. Sturges  
Secretary

Subscribed and sworn to before me this 26<sup>th</sup> day of October, 1962 by Henry E. Owens, President, and Benjamin R. Sturges, Secretary, of Metallic Yarns, Inc.

Ronald C. [Signature]  
Notary Public