Filing fee: $20.00

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

General Fabrics Company

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:

Name of Corporation	State
General Fabrics Company	Rhode Island
General Fabrics Offshore, Inc.	Delaware

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

THIRD: The name of the surviving corporation is General Fabrics Company

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)

Agreement of Merger in three (3) pages is attached hereto and incorporated herein by this reference.

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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
General Fabrics Company	225		
General Fabrics Offshore, Inc.	250	Common	250

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:

Name of Corporation	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
General Fabrics Company	225	0			
General Fabrics Offshore, Inc.	250	0	Comon	250	0

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 11, 1986

General Fabrics Offshore, Inc.
By [signature]
Its President
and [signature]
Its Secretary

General Fabrics Company
By [signature]
Its President
and [signature]
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 31st day of March 1986 before me personally appeared Edward P. Odessa, who being by me first duly sworn, declared that he is the President of General Fabrics Offshore, 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)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 31st day of March 1986, before me personally appeared Edward P. Odessa, who being by me first duly sworn, declared that he is the President of General Fabrics Company, 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)

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GENERAL FABRICS OFFSHORE, INC.

INTO

GENERAL FABRICS COMPANY.

* * * * *

GENERAL FABRICS COMPANY, a corporation organized and existing under the laws of the State of Rhode Island,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 17th day of May, 1951, pursuant to the Rhode Island Business Corporation Act of the State of Rhode Island.

SECOND: That this corporation owns all of the outstanding shares of the stock of GENERAL FABRICS OFFSHORE, INC., a corporation incorporated on the 28th day of June, 1985, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 30th day of December, 1985, determined to and did merge into itself said GENERAL FABRICS OFFSHORE, INC.:

RESOLVED, that GENERAL FABRICS COMPANY merge, and it hereby does merge into itself said GENERAL FABRICS OFFSHORE, INC., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon execution of the Agreement of Merger and upon the subsequent date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said GENERAL FABRICS OFFSHORE, INC. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever,

I, Elaine B. Odessa, Secretary of GENERAL FABRICS COMPANY, a corporation organized and existing under the laws of the State of Rhode Island, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of GENERAL FABRICS OFFSHORE, INC., a corporation of the State of Delaware, was duly submitted to the shareholders of said GENERAL FABRICS COMPANY, at a special meeting of said shareholders called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by the sole shareholder, for the purpose of considering and taking action upon said Agreement of Merger, that two hundred fifty (250) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed agreement of merger was approved by unanimous vote of the shareholder.

WITNESS my hand on this 31st day of March, 1986.

Elaine B. Odessa

Secretary

whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said GENERAL FABRICS COMPANY has caused this certificate to be signed by Edward P. Odessa its President, and attested by Elaine B. Odessa, its Secretary, this 31st day of March, 1986.

GENERAL FABRICS COMPANY

By: _____
President

ATTEST:

_____
Secretary