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Shelby Cnty Judge of Probate, AL  
08/31/1981 12:00:00 AM FILED/CERT

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ACTION TAKEN BY CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being the sole member of the Board of Directors of Rogers Spinning Mills, Inc. (the "Company") pursuant to Section 48-1402 of the Tennessee General Corporation Act, does hereby consent that the following action be taken without a meeting and that the following resolutions be adopted and filed in the Minute Book of the Company.

WHEREAS, this Board of Directors hereby deems it to be advisable and in the best interest of the Company to purchase certain of the assets in the business of Buck Creek Industries, Inc., a Georgia corporation ("Seller"), and to take such other action as hereinafter set forth;

NOW, THEREFORE, BE IT RESOLVED, that the Agreement attached hereto and by this reference incorporated herein is hereby approved by this Board of Directors; and

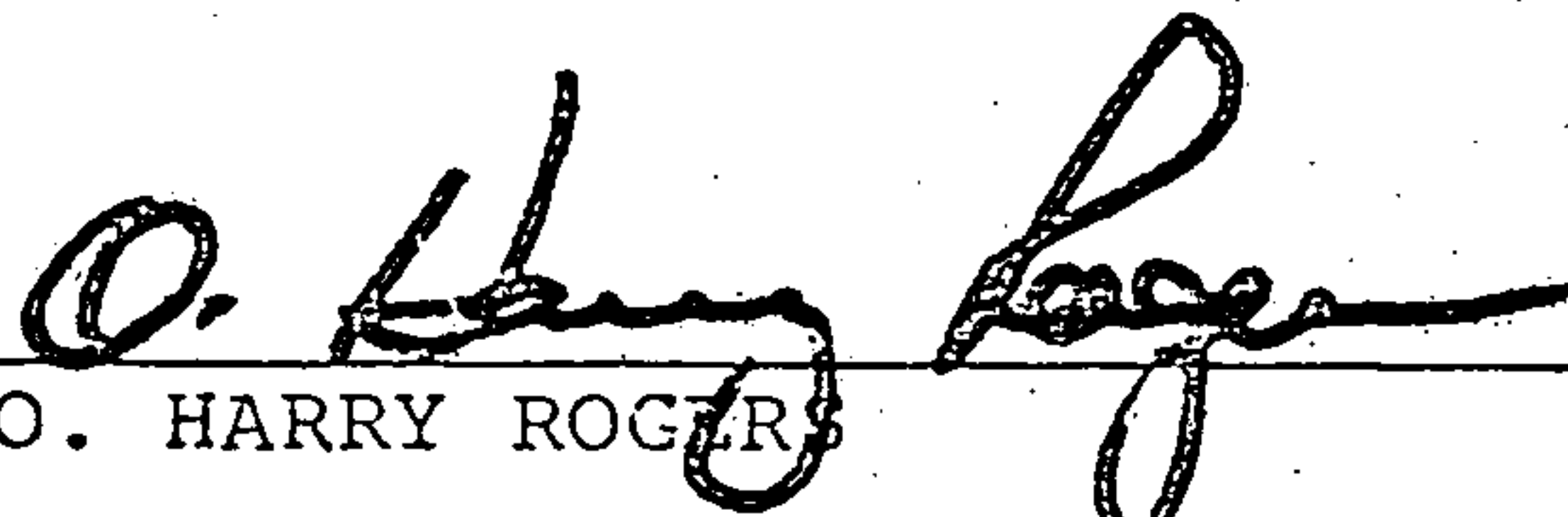
RESOLVED FURTHER, that the officers of this corporation be, and each and any of them hereby is, authorized and empowered, in the name and on behalf of the Company, to execute and deliver the Agreement, and to execute, deliver, file and record any and all agreements, certificates and other documents, and to take any and all further action, as they or any of them may deem necessary or appropriate in connection with the execution and delivery of the Agreement; and


RESOLVED FURTHER, that Article One of the Charter of the Company shall be amended as follows: "The name of the corporation is Buck Creek Industries, Inc."

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to submit the proposed Amendment to the Charter of the Company to the sole shareholder of the Company for its approval in accordance with the provisions of Section 48-302 of the Tennessee General Corporation Act.

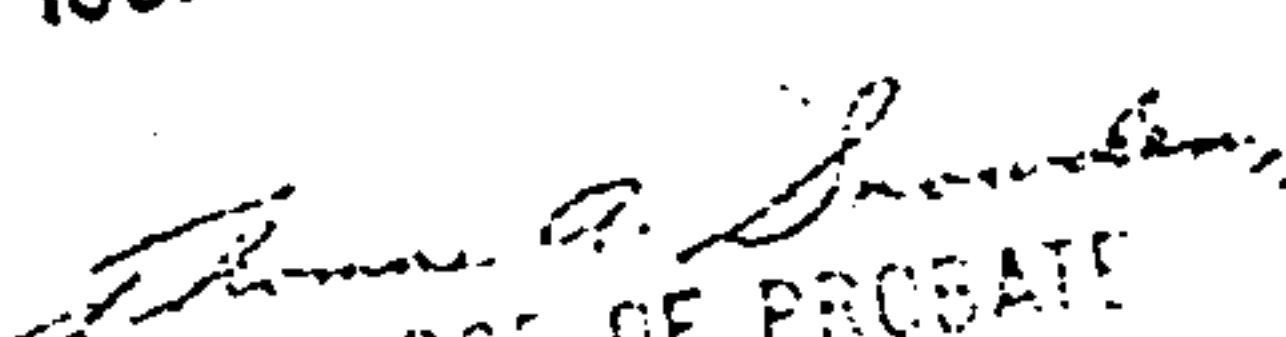
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IN WITNESS WHEREOF, the undersigned, being the sole  
director of Rogers Spinning Mills, Inc. has affixed his hand  
this 6th day of August, 1981.

  
O. HARRY ROGERS

  
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STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
1981 AUG 31 PM 1:16  
  
JUDGE OF PROBATE

Rec. 3.00  
1.00  
4.00