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Shelby Cnty Judge of Probate, AL
05/08/2015 02:27:47 PM FILED/CERT

AFFIDAVIT

The undersigned, being first duly sworn, hereby deposes and says:

1. My name is Mitchell R. Setzer. I am over eighteen years of age and am competent to make this affidavit. I am currently serving as President of Wilcox & Gibbs Filix of Delaware, Inc., a Delaware corporation.

2. Attached hereto as Exhibit A is a true and accurate copy of the Certificate of Merger evidencing the merger of WTX Land Co., Inc., a Delaware corporation, into Wilcox & Gibbs Filix of Delaware, Inc., effective as of 11:59 p.m., January 31, 2015.

FURTHER THE AFFIANT SAYETH NOT.

This the 28th day of April, 2015.


MITCHELL R. SETZER

State of North Carolina

City/County of Catawba

Sworn to and subscribed before me this day by Mitchell R. Setzer.

This the 28th day of April, 2015.


Notary Public Signature

Jennifer L. Bunton
Notary Public Printed Name

My Commission Expires: _____

My Commission Expires October 14, 2015

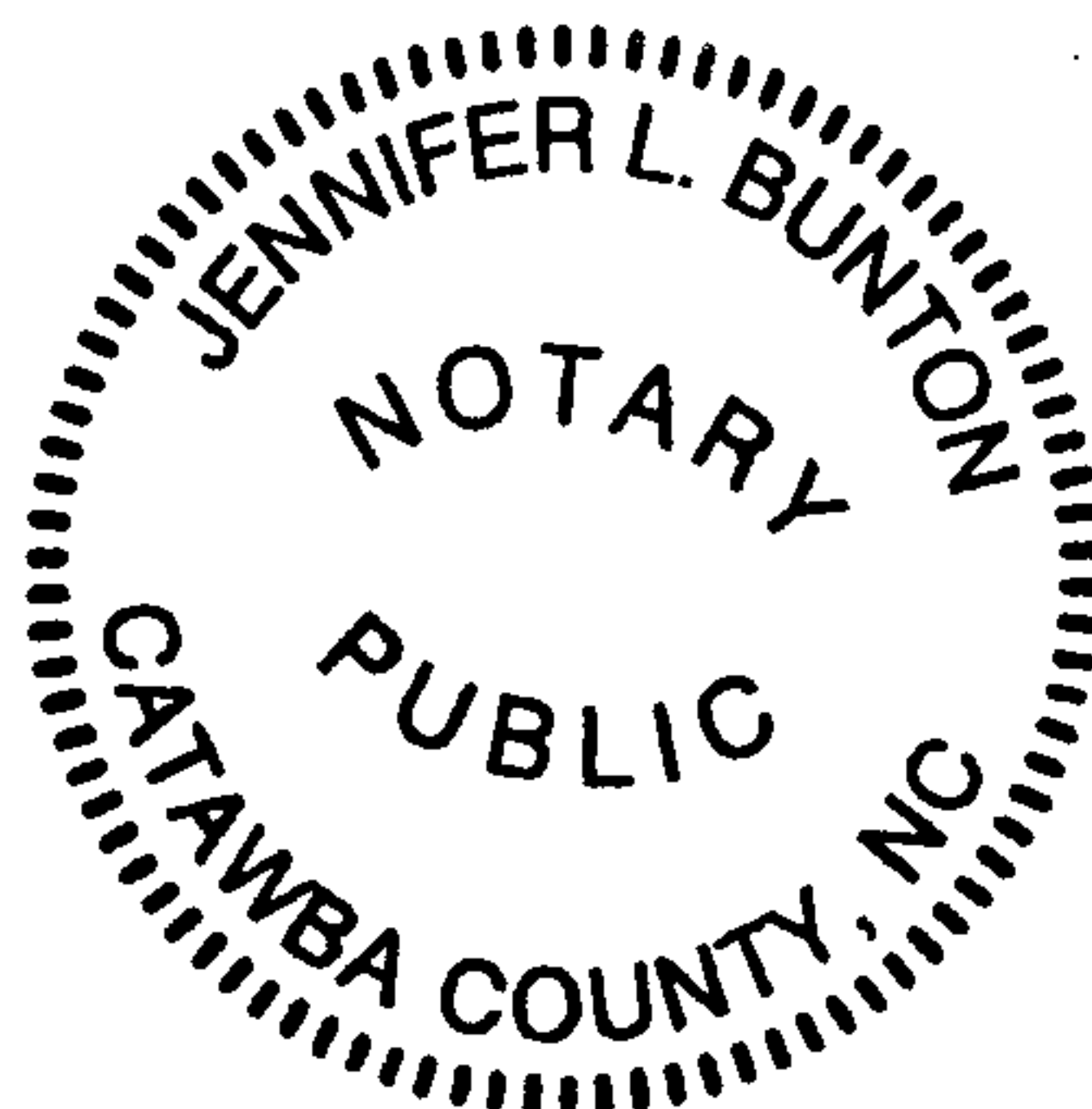



EXHIBIT A
Copy of Certificate of Merger
(attached)


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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"REGAL MANUFACTURING COMPANY, INC.", A DELAWARE CORPORATION,
"REGAL YARNS OF ARGENTINA, INC.", A NORTH CAROLINA CORPORATION,

"WTX EQUITY HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WTX LAND CO. INC.", A DELAWARE CORPORATION,

WITH AND INTO "WILLCOX & GIBBS FILIX OF DELAWARE, INC."
UNDER THE NAME OF "WILLCOX & GIBBS FILIX OF DELAWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JANUARY, A.D. 2015, AT 6:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2015, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2101386

DATE: 02-06-15



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STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS, FOREIGN CORPORATION,
AND DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to 8 Del. Code § 264, the undersigned surviving corporation has executed the following Certificate of Merger:

- FIRST:** The names of the parties to the merger are WTX Land Co. Inc., a Delaware corporation; WTX Equity Holdings LLC, a Delaware limited liability company; Regal Yarns of Argentina, Inc., a North Carolina corporation; and Regal Manufacturing Company, Inc., a Delaware corporation; and Willcox & Gibbs Filix of Delaware, Inc., a Delaware corporation.
- SECOND:** An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the parties to the merger in accordance with applicable law and the bylaws and limited liability company agreements, as applicable, of each of the parties to the merger.
- THIRD:** The name of the surviving corporation is Willcox & Gibbs Filix of Delaware, Inc., a Delaware corporation.
- FOURTH:** The certificate of incorporation of the surviving corporation, Willcox & Gibbs Filix of Delaware, Inc., in effect on the date hereof shall be the certificate of incorporation of the surviving corporation.
- FIFTH:** The merger is to become effective at 11:59 p.m. on January 31, 2015.
- SIXTH:** The Agreement and Plan of Merger is on file at 990 3rd Ave. SE, Hickory, North Carolina, 28602, the place of business of the surviving corporation.
- SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost, to any stockholder of any corporation that is party to the merger and/or to any member of any limited liability company that is party to the merger.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Merger on behalf of the surviving corporation.

WILLCOX & GIBBS FLEX OF DELAWARE,
INC., a Delaware corporation

By: *Mitchell Setzer*
Mitchell Setzer, President

Date: *January 27, 2015*