

03/24/00

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

04-24-2000

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OPR/FINANCE

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TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Agreement
- Merger
- Change of Name
Effective Date
Month Day Year
- Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
(Designation must be a separate document from Assignment.)

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FOR OFFICE USE ONLY

01 FC:482
02 FC:481

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 002057 FRAME: 0338

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,869,642	1,585,736	1,919,074

Number of Properties

Enter the total number of properties involved.

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

Authorization to charge additional fees:

16-1435

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Carol Cox

Carol Cox

3/24/00

Name of Person Signing

Signature

Date Signed

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

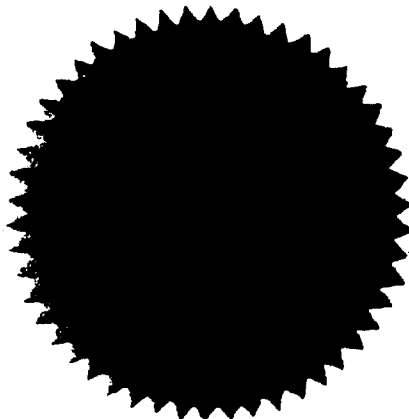
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

SOUTHERN WEAVING COMPANY

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 31st day of August, 1999.

Elaine F. Marshall

Secretary of State

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EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WEC ACQUISITION CORP.

Pursuant to Section 55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is WEC Acquisition Corp.
2. The text of each amendment adopted is as follows:

(a) Paragraphs 4 and 6 of the Articles of Incorporation shall be deleted in their entirety and the following substituted in lieu thereof:

4. The corporation shall be authorized to issue TEN MILLION (10,000,000) shares of Common Stock, par value \$0.01 per share.

6. No person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any transaction from which the director derived an improper personal benefit, (iii) acts or omissions occurring prior to the effective date of this article or (iv) acts or omissions with respect to which the North Carolina Business Corporation Act does not permit the limitation of liability. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney, or consultant of the corporation. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

Furthermore, notwithstanding the foregoing provision, in the event that § 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of personal liability of the director, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by applicable law.

This paragraph shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this paragraph shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

3. Any exchange, reclassification, or cancellation of issued shares will be effected in the following manner:

Upon the effectiveness of these Articles of Amendment, each issued and outstanding shares of Common Stock of the corporation, par value \$1.00 per share, will be automatically reclassified as one share of Common Stock of the corporation, par value \$0.01 per share, without any further action by the shareholders of the corporation.

4. The date of the adoption of these Articles of Amendment by the shareholders was April 3, 1997.

5. The amendment was approved by shareholder action in accordance with the North Carolina Business Corporation Act, Chapter 55 of the General Statutes of the State of North Carolina.

6. These articles will be effective upon filing.

This the 3rd day of April, 1997.

WEC ACQUISITION CORP.

By: 
Rodney L. Grandy, III, President

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ARTICLES OF AMENDMENT
OF
WEC ACQUISITION CORP.

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ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to §55-10-06 the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is WEC Acquisition Corp.
2. The Articles of Incorporation of the corporation are hereby amended as follows:
 - (a) Paragraph 1 shall be deleted in its entirety and the following shall be inserted as a new "Paragraph 1" in lieu thereof:
 - "1. The name of the corporation is Southern Weaving Company."
3. Shareholder approval for these Articles of Amendment was obtained on April 14, 1997, as required by Chapter 55 of the North Carolina General Statutes.
4. These Articles will be effective upon filing.

This the 25th day of April, 1997.

WEC ACQUISITION CORP.

By: R. L. Grandy, III
Rodney L. Grandy, III, President

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**JOINT MEETING OF
THE SHAREHOLDERS AND BOARD OF DIRECTORS
OF
WEC ACQUISITION CORP.**

(By Consent to Action Without Meeting)

As of April 14, 1997

The undersigned, being all of the shareholders and directors of WEC Acquisition Corp., a North Carolina corporation (the "Corporation"), hereby take the following actions and adopt the following resolutions by signing their written consent hereto, pursuant to North Carolina General Statutes §§ 55-8-21 and 55-10-06:

Change of Corporate Name

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation be and hereby is deleted in its entirety and the following Article 1 is inserted in lieu thereof:

"The name of the corporation is **Southern Weaving Company** (hereinafter referred to as the "Corporation")."

FURTHER RESOLVED, that the President, or, in the alternative, a Vice President of the Corporation, and the Secretary or any Assistant Secretary of the Corporation (collectively, the "Authorized Officers") be, and each of them hereby is (and any one of them acting alone), authorized on behalf of the Corporation to execute an amendment to the Certificate of Incorporation and file the same with the North Carolina Secretary of State's Office to amend the Articles of Incorporation of the Corporation;

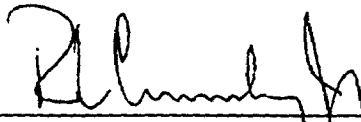
Ratification of Acts; Execution of Consent

RESOLVED, that all acts and deeds heretofore or hereafter done by the President, any Vice President, Secretary or any Assistant Secretary or any representatives, employees or agents of the Corporation, acting for or on behalf of the Corporation and in carrying out the terms and intentions of these resolutions, are, in all respects, hereby expressly ratified, approved and confirmed.

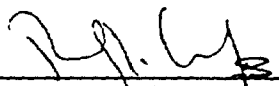
RESOLVED, that this consent may be executed by telecopier and/or in multiple counterparts, which together shall constitute one and the same document.

The undersigned, being all of the shareholders and directors of the Corporation, hereby consent that this document be filed with the minutes of the Corporation, and that the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders and the Board of Directors of the Corporation, with an effective date as of the date first above written.

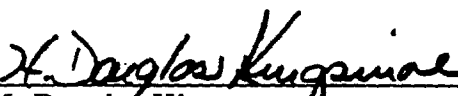
DIRECTORS:



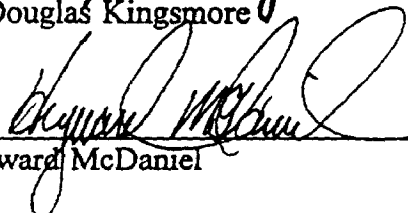
Rodney L. Grandy, Jr.



Rodney L. Grandy, III



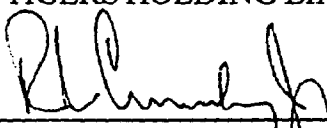
H. Douglas Kingsmore




Heyward McDaniel

SHAREHOLDERS:

TWO TIGERS HOLDING LIMITED, LLC (SEAL)

By: 

Rodney L. Grandy, Jr., Member

By: 

H. Douglas Kingsmore, Member

53059001

FILED

OCT 31 1996

ARTICLES OF INCORPORATION

OF

EDITH
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

WEC ACQUISITION CORP.

Pursuant to Section 55-2-02 of the North Carolina General Statutes, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

1. The name of the corporation is **WEC Acquisition Corp.**
2. The name and address of the incorporator is Linda J. Sarazen, Esq., Petree Stockton, L.L.P. 3500 One First Union Center, 301 South College Street, Charlotte, Mecklenburg County, North Carolina 28202-6001.
3. The name of the initial registered agent at the above address is Linda J. Sarazen. The street address (which is the same as the mailing address) and county of the initial registered office of the corporation are 3500 One First Union Center, 301 South College Street, Charlotte, Mecklenburg County, North Carolina 28202-6001.
4. The corporation shall have the authority to issue One Million (1,000,000) shares of common stock (the "Common Stock").
5. The provisions of the North Carolina Business Corporation Act entitled the "North Carolina Shareholder Protection Act" and the "North Carolina Controlled Share Acquisition Act" shall not be applicable to the Corporation.
6. No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which such director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the Articles of Incorporation. As used in this Article, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his or her services as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.


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Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the corporation's directors, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

This the 29th day of October, 1996.



Linda J. Sarazen, Incorporator

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