

Chicago and NorthWestern  
Railway Company



6632-F

February 16, 1995

CHICAGO  
ILLINOIS

CHICAGO, ILLINOIS  
60601

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20433

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation are three (3) certified copies of an Affidavit by Kenneth Greenbaum, Vice President of Fruit of the Loom, the successor Mortgagee under the Indenture of Mortgage and Security Agreement dated as of June 1, 1972 between Chicago and North Western Railway Company (the "Mortgage"), which was recorded with the ICC on June 6, 1972 and assigned Recordation No. 6632.

Enclosed is a check to cover the recording fee. Please assign a sub-file recordation number to the Affidavit, retain one copy for your files and return to me the remaining copies with the stamped recordation data.

Sincerely,

*K. A. Dombrowski*  
K. A. Dombrowski  
Assistant Secretary

Enclosures

*Account to facts -*

RECEIVED  
FEB 17 1995  
COMMERCIAL  
SECTION



Interstate Commerce Commission  
Washington, D.C. 20423-0001

2/17/95

Office Of The Secretary

K. A. Dombrowski  
Assistant Secretary  
Chicago and NorthWestern Railway Company  
165 N. Canal St.  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/17/95 at 2:10PM, and assigned recordation number(s). 6632-F, 16600-L, 16631-J and 17767-A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ ~~64.00~~ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

6632-F

FEB 16 1995

I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected ASSISTANT SECRETARY of CHICAGO AND NORTH WESTERN RAILWAY COMPANY, formerly CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, and custodian of the records, files and corporate seal of said Company.

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of an affidavit dated September 25, 1990 contained in the files of said Company concerning a mortgage dated June 1, 1972 to Chicago and North Western Railway Company.

WITNESS my signature and the corporate seal of said CHICAGO AND NORTH WESTERN RAILWAY COMPANY this 16<sup>th</sup> day of Feb. A.D., 1995.

*K. A. Dombrowski*  
K. A. Dombrowski  
Assistant Secretary

(Corporate Seal)

SUBSCRIBED AND SWORN TO before me this 16<sup>th</sup> day of Feb., 1995.

*Penny Menchiey*  
Notary Public  
"OFFICIAL SEAL"  
PENNY MENCHIEY  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 4/2/96

STATE OF ILLINOIS     )  
                              )     SS:  
COUNTY OF COOK        )

A F F I D A V I T

I, Kenneth Greenbaum, being duly sworn on oath, state the following:

1. That I am Vice President of Fruit of the Loom, Inc., a Delaware corporation.

2. That in such capacity I am familiar with the corporate records of Fruit of the Loom, Inc., and the documents marked Exhibits "A", "B", "C", "D", "E" and "F", respectively, copies of which are attached hereto and hereby made a part hereof.

3. That Chicago and North Western Transportation Company ("CNW") gave a mortgage (the "Mortgage") dated June 1, 1972 to Chicago and North Western Railway Company.

4. That as evidenced by a certificate dated June 6, 1972 from the Department of State of the State of Wisconsin, the name of Chicago and North Western Railway Company was changed to Northwest Chemco, Inc. (See Exhibit "A".)

5. That as evidenced by a resolution dated July 18, 1985 as adopted by the board of directors of Northwest Chemco, Inc., and the exhibit thereto, the merger of Northwest Chemco, Inc. with NWC, Inc., was approved with Northwest Chemco, Inc., being the surviving corporation. (See Exhibit "B".)

6. That as evidenced by the Amended and Restated Plan and Agreement of Merger between NWC, Inc., and Northwest Chemco, Inc., dated July 19, 1985, Northwest Industries, Inc., became the sole shareholder of the common stock of Northwest Chemco, Inc. (See Exhibit "C".)

7. That Northwest Industries, Inc., thereafter remained the sole shareholder of Northwest Chemco, Inc., until Northwest Chemco, Inc., was dissolved.

8. That as evidenced by a certificate dated March 26, 1986 from the Secretary of State of the State of Wisconsin, Northwest Chemco, Inc., was dissolved as a corporation pursuant to a statement of intent filed on July 23, 1985 and the assets distributed to and all the liabilities assumed by its sole shareholder, Northwest Industries, Inc. (See Exhibit "D".)

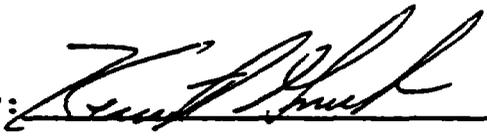
8. That as evidenced by a certificate dated August 1, 1985 from the Secretary of State of the State of Delaware, Northwest Industries, Inc., merged with Farley/Northwest Acquisition

Corporation with Farley/Northwest Acquisition Corporation being the surviving corporation whose name was changed to Farley/Northwest Industries, Inc. (See Exhibit "E".)

10. That as evidenced by a certificate dated February 26, 1987 from the Secretary of State of the State of Delaware, the name of Farley/Northwest Industries, Inc., was changed to Fruit of the Loom, Inc. (See Exhibit "F").

11. That by a Release and Satisfaction made as of January 1, 1989, Fruit of the Loom, Inc., released, cancelled, discharged and acknowledged the satisfaction of the lien of the Mortgage.

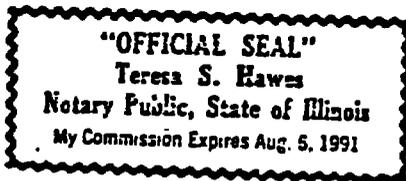
AFFIANT makes no other statements.

By: 

Title: Vice President

SUBSCRIBED AND SWORN TO  
before me this 25th day  
of September, 1990.

  
Notary Public





To all to Whom these Presents Shall Come, Greetings:

I, ROBERT C. ZIMMERMAN, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy of Amendment of the Charter and Certificate of Incorporation of Chicago and North Western Railway Company Adopted July 13, 1971, changing corporate name to North-west Chemco, Inc., filed in this office on Page 11 of Volume 50 of Railroad Mortgages,

has been compared by me with the official copy

in this Department and that the same is a true copy thereof, and of the whole of such Amendment.



In Testimony Whereof, I have here-  
unto set my hand and affixed the  
Great Seal of the State at the  
Capitol, in the City of Madison, this  
6th day of June, A. D. 1972

*Robert C. Zimmerman*  
Robert C. Zimmerman, Secretary of State

AMENDMENT OF THE CHARTER  
AND CERTIFICATE OF INCORPORATION  
of  
CHICAGO AND NORTH WESTERN RAILWAY COMPANY  
ADOPTED July 13, 1971

\*\*\*\*\*

RESOLVED, that the Amended Articles of Incorporation of Chicago and North Western Railway Company be amended to change the corporate name of Chicago and North Western Railway Company to Northwest Chemco, Inc.

\*\*\*\*\*

STATE OF ILLINOIS )  
                          ) SS.  
COUNTY OF COOK    )

PAUL J. WEIR and R. J. HILL, respectively Executive Vice President and Secretary of Chicago and North Western Railway Company, do hereby certify that the foregoing Amendment to the Amended Articles of Incorporation of said Chicago and North Western Railway Company was duly adopted by the stockholders of said Railway Company on said 13th day of July, 1971, by the following vote:

<u>Classes of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number entitled to vote</u>	<u>Number voted</u>	
			<u>For</u>	<u>Against</u>
Common Stock	2,347,811	2,347,811	2,337,978	214
Preferred Stock, Series A 5%	1,014,761	1,014,761	1,009,824	167

IN WITNESS WHEREOF, said PAUL J. WEIR and R. J. HILL, Executive Vice President and Secretary, respectively, of said Chicago and North Western Railway Company, have hereunto subscribed their names in certification of the foregoing and have caused the corporate seal of said Railway Company to be hereto affixed this 2nd day of June, A. D. 1972.

(SEAL)

*Paul J. Weir*  
Executive Vice President

*R. J. Hill*  
Secretary

STATE OF ILLINOIS  
Department of State  
Received this 5th day of  
June A. D. 1972 at 3  
o'clock P. and recorded in Vol.  
50 of RPM  
on page 115  
*[Signature]*  
Secretary of State

NORTHWEST CHEMCO, INC.  
UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the Directors of Northwest Chemco, Inc., a Wisconsin corporation (the "Corporation"), do hereby consent in writing to the adoption of the following resolutions with the same force and effect as if such resolutions had been duly adopted at a duly convened and held meeting of the Board of Directors of the Corporation.

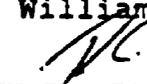
RESOLVED, that the Plan and Agreement of Merger by and between NWC, Inc. and the Corporation as amended and restated and attached hereto as Exhibit A (the "Plan"), is hereby approved and adopted.

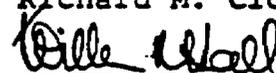
FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the Plan, and to take all such other actions as may be necessary or appropriate to effect the amendment and restatement of the Plan.

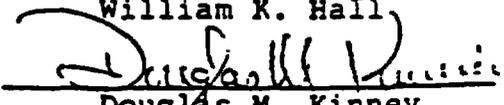
This Consent shall be filed with the minutes of the Corporation.

Dated: July 18, 1985

  
\_\_\_\_\_  
William F. Farley

  
\_\_\_\_\_  
Richard M. Cion

  
\_\_\_\_\_  
William K. Hall

  
\_\_\_\_\_  
Douglas M. Kinney

AMENDED AND RESTATED  
PLAN AND AGREEMENT OF MERGER  
BY AND BETWEEN  
NWC, INC.  
AND  
NORTHWEST CHEMCO, INC.

This Amended and Restated Plan and Agreement of Merger is made this 19th day of July, 1985, by and between NWC, Inc., a Wisconsin corporation ("NWC"), and Northwest Chemco, Inc., a Wisconsin corporation ("Chemco").

RECITALS:

WHEREAS, the Directors of NWC and Chemco believe that the merger of NWC into Chemco will result in a beneficial combination of Chemco and NWC;

NOW, THEREFORE, in accordance with Section 180.62 of the Wisconsin Business Corporation Law, and in consideration of the recitals, covenants, promises and conditions hereinafter contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree that:

ARTICLE I - MERGER

Section 1.1. Merger. On the Effective Date, as hereinafter defined, NWC shall be merged with and into Chemco, and the surviving corporation of such merger shall be named Northwest Chemco, Inc., and shall be a Wisconsin railroad corporation.

Section 1.2. Effective Date. The effective date of the merger (the "Effective Date") shall be the date of compliance with the Business Corporation Law of the State of Wisconsin with respect to the filing of required merger documents. This Plan may be abandoned, or amended, altered or changed upon the mutual written agreement of the Board of Directors of Chemco and NWC at any time prior to the Effective Date in the manner prescribed by applicable law; and all rights and powers conferred herein on shareholders, directors or officers of Chemco or NWC or any other person, whomsoever, are subject to such reserved power.

#### ARTICLE II - TERMS OF MERGER

Section 2.1. States of Incorporation. Both Chemco and NWC are organized and exist pursuant to the Business Corporation Law of the State of Wisconsin.

Section 2.2. Number of Outstanding Shares of Chemco and NWC. Chemco has 2,347,281 shares of common stock issued and outstanding, 2,345,458 1/2 of which are held by Northwest Industries, Inc. ("Industries Stock"), 976 1/2 of which are held by Velsicol Chemical Corporation, a subsidiary of Chemco ("Velsicol Stock"), and 846 of which are held by other persons unrelated to Chemco ("Public Stock"). NWC has 100 shares of common stock issued and outstanding all of which are owned by Northwest Industries, Inc. ("NWC Stock").

Section 2.3. Manner and Basis of Converting Public and Velsicol Stock. From and after the Effective Date of the merger, the holders of the Public Stock and the Velsicol Stock shall, upon surrender of the certificates representing such shares of Stock to Chemco, be paid the amount of \$93.85 for each such share of Stock held by such persons, and such persons shall have no right or claim to the assets of Chemco, NWC or the surviving corporation other than the right to payment in the amount \$93.85 per such shares, such amount being the fair value of each such share determined as of the date hereof by the Board of Directors of Chemco.

Section 2.4. Manner and Basis of Converting Industries Stock. On the Effective Date of the merger, each share of the Industries Stock shall be exchanged for one share of the common stock of the corporation surviving the merger.

Section 2.5. Manner and Basis of Converting NWC Stock. On the Effective Date of the merger, each share of the NWC Stock shall be cancelled.

Section 2.6. Transfers to the Surviving Corporation. On the Effective Date, the surviving corporation shall possess all of the rights, privileges, immunities and powers of Chemco and NWC, of whatever nature and arising from whatever source. All property, whether real, personal or mixed, subject to all liens, security interests or encumbrances of whatever type or nature, all debts, all causes of action and all and every other interest of whatever nature and kind arising from whatever source belonging to Chemco

and NWC shall be taken by and deemed transferred to the surviving corporation without the necessity of further act or deed. The surviving corporation shall be responsible and liable for all of the liabilities and potential liabilities of Chemco and NWC, including any liabilities which may arise as a result of the exercise of appraisal rights by holders of the Velsicol Stock or the Public Stock. The separate existence of NWC and Chemco shall cease on the Effective Date, and the surviving corporation shall be governed by the laws of the State of Wisconsin.

Section 2.7. By-Laws. From and after the Effective Date, the By-Laws of Chemco shall remain and be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed or new By-Laws shall be adopted in accordance with the By-Laws or Articles of Incorporation of the surviving corporation and in the manner prescribed by the Business Corporation Act the State of Wisconsin.

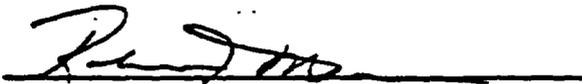
Section 2.8. Directors and Officers. From and after the Effective Date, the board of directors and the members thereof and the officers of Chemco shall be and constitute the board of directors and the members thereof and the officers of the surviving corporation, and shall serve in such capacities until such time as their replacements or successors shall be elected and qualified in accordance with the Articles of Incorporation and By-Laws of the surviving corporation.

Section 2.9. Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall be the Restated Articles of Incorporation attached hereto as Exhibit A. The issued and outstanding shares of Chemco shall not be changed, altered or in any other way effected by the merger except as herein described.

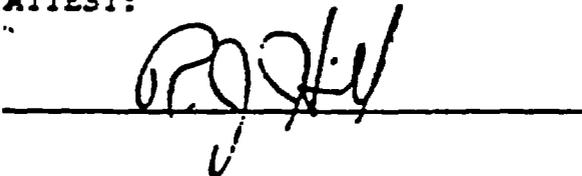
Section 2.10. Manner of Carrying Merger Into Effect. This Plan and Agreement of Merger shall be submitted for approval by vote of the shareholders of Chemco and NWC. This Amended and Restated Plan and Agreement of Merger shall be executed by the appropriate officers of Chemco and NWC, and such officers of Chemco and NWC shall, so long as they are authorized, execute, file and record such certificates and other documents as may be required to effectuate the merger contemplated herein in the State of Wisconsin, and shall record and file such certificates or other instruments with the appropriate recording and filing officers as may be required by the laws of the State of Wisconsin.

IN WITNESS WHEREOF, Chemco and NWC have executed this Amended and Restated Plan and Agreement of Merger on the date first written above.

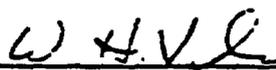
ATTEST:

  
\_\_\_\_\_

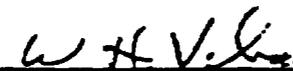
ATTEST:

  
\_\_\_\_\_

NWC, INC.

By:   
\_\_\_\_\_

NORTHWEST CHEMCO, INC.

By:   
\_\_\_\_\_

# United States of America

STATE OF WISCONSIN

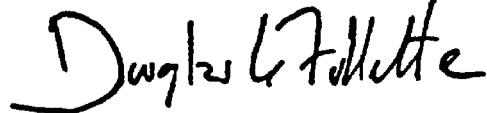
OFFICE OF THE  
SECRETARY OF STATE

} SS.

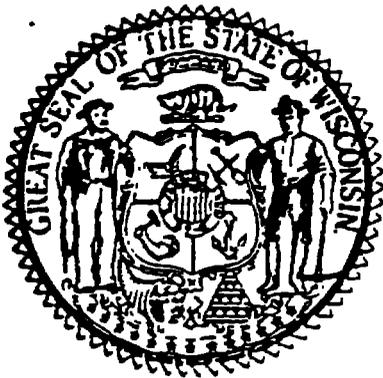
To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the annexed copy has been compared by me with the document on file in this Office and that the same is a true copy thereof, and of the whole of such document; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.



DOUGLAS La FOLLETTE  
Secretary of State



BY: *D. J. Phillips*

DATE: MAR 26 1985

Corporation Division



Form 10  
ARTICLES OF  
DISSOLUTION (Stock corp)

State of Wisconsin  
SECRETARY OF STATE

01 N09877  
CORPORATION DIVISION  
P O Box 7846  
Madison WI 53707

The undersigned  
officers of Northwest Chemco, Inc., a Wisconsin corporation  
a Wisconsin corporation, CERTIFY:

1 A statement of intent to dissolve was filed in the office of the Secretary of State of Wisconsin on July 23, 1985, and that a duplicate thereof, certified by the Secretary of State, was recorded in the office of the Register of Deeds of Dane County, Wisconsin, on July 23, 1985.

~~2 (a) All debts, obligations and liabilities of said corporation have been paid and discharged.~~

OR

2 (b) Adequate provision has been made for all debts, obligations and liabilities of said corporation.

(Please STRIKE OUT inappropriate item = 2)

3 Adequate provision has been made for all debts, obligations and liabilities, contingent in nature, of which the corporation has actual knowledge.

4 All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

~~5 (a) There are no suits pending against the corporation in any court.~~

OR

5 (b) Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending suit.

(Please STRIKE OUT inappropriate item = 5)

The registered office of said corporation is located in Dane County, Wisconsin, and the names and respective addresses of the directors as of the date hereof, or if there be no directors at such time, then of the last acting directors, are:

NAME	ADDRESS (Give number, street and city)
William E. Farley	6300 Sears Tower, Chicago, Ill., 60600
Richard M. Cion	6300 Sears Tower, Chicago, Ill., 60600
William K. Hall	6300 Sears Tower, Chicago, Ill., 60600
Douglas M. Kinney	6300 Sears Tower, Chicago, Ill., 60600

Executed in duplicate and seal (if any, affixed this 23 day of July, 1985.

*W. H. V.*  
Vice-President

*[Signature]*  
(Secretary)

affix seal or state that  
there is none,

This document drafted by  
Bruce A. Zylag, Esq.  
(Name)

Please print or type

07/24/85 WISCONSIN SECRETY-STATE  
CORP. 0  
810.00

ARTICLES OF DISSOLUTION (4)

10. 62.

Mail Returned Copy to  
(FILL IN THE NAME AND ADDRESS HERE)

Katten, Muchin, Zavis, Pearl & Galler  
525 West Monroe Street, Suite 1600  
Chicago, Illinois 60606-3693  
Attention: Bruce A. Zivian, Esq.

*Done*  
STATE OF WISCONSIN  
FILED

JUL 28 1985

DOUGLAS L. FOLLETTE  
SECRETARY OF STATE

INSTRUCTIONS

- Mark the form to elect items 2(a) OR 2(b), and items 5(a) OR 5(b). Complete all other items, including the name of the county in which the corporation's registered office is located, the date of filing, and the date of filing and the place and date (if known) of recording of the statement of intent to dissolve.
- Affix CORPORATE SEAL. Make sure that each copy of the document has an impression of the corporate seal. If the corporation does not have a seal, write or type "NO SEAL" on each of the copies.
- Have the PRESIDENT and SECRETARY sign. Vice-president may sign in lieu of the president. An assistant secretary may sign in lieu of the secretary. Make sure that each of the copies has original signatures - carbon copy, xerox, or rubber stamp signatures are not acceptable.
- Sec. 14.36(14) Wis Stats. provides that this document shall not be filed unless the name of the person (individual) who, or the governmental agency which, drafted it is printed, typewritten, stamped or written thereon in a legible manner. Use the space provided.
- Submit in DUPLICATE ORIGINAL. Furnish Secretary of State two copies of this document. Mailing address: Secretary of State, Corporation Div., P O Box 7846, Madison WI 53707. One copy will be retained (filed) by Secretary of State and the other copy transmitted to the Register of Deeds of the county named in item 6 on the form, together with a check for the recording fee. When the recording has been accomplished, the document will be returned to the address you furnish on the back of this form.
- SEPARATE REMITTANCES are required.
- Send a filing fee of \$ 10, payable to SECRETARY OF STATE. Your cancelled check is your receipt for fee payment.
- Send a RECORDING FEE of \$ 6, payable to REGISTER OF DEEDS of the county named in item 6 on this form. Please furnish this fee in check form, and we will transmit it to the Register of Deeds with the document for recording.

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "NORTHWEST INDUSTRIES, INC." MERGING WITH AND INTO "FARLEY/NORTHWEST ACQUISITION CORPORATION" UNDER THE NAME OF "FARLEY/NORTHWEST INDUSTRIES, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1985, AT 1:45 O'CLOCK P.M.

! ! ! ! ! ! ! ! ! ! !

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 10577432

DATE: 08/01/1985

CERTIFICATE OF MERGER  
OF  
NORTHWEST INDUSTRIES, INC.  
WITH AND INTO  
FARLEY/NORTHWEST ACQUISITION CORPORATION

PURSUANT TO SECTION 251(c)  
OF THE DELAWARE GENERAL CORPORATION LAW

Farley/Northwest Acquisition Corporation, a corporation duly organized and existing under the laws of the State of Delaware, does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Farley/Northwest Acquisition Corporation	Delaware
Northwest Industries, Inc.	Delaware

2. An Acquisition and Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

3. Farley/Northwest Acquisition Corporation shall be the surviving corporation of the merger, and shall change its name to Farley/Northwest Industries, Inc.

4. The certificate of incorporation of Farley/Northwest Acquisition Corporation shall be the certificate of incorporation of the surviving corporation, but shall be amended in the merger to change the name of that corporation to Farley/Northwest Industries, Inc. Consequently, the name of the surviving corporation shall be Farley/Northwest Industries, Inc.

5. The executed Acquisition and Merger Agreement is on file at the principal place of business of the surviving corporation, which is located at 6300 Sears Tower, Chicago, Illinois 60606.

6. A copy of the Acquisition and Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 26th day of July, 1985.

FARLEY/NORTHWEST ACQUISITION  
CORPORATION

By: Kevin S. Moore  
Kevin S. Moore  
Vice President

Attest:

By: William H. Vrba  
William H. Vrba  
Secretary

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF INCORPORATION OF FARLEY/NORTHWEST INDUSTRIES, INC. FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1987, AT 12 O'CLOCK P.M.

|||||



RECEIVED FOR RECORD

*Michael Harkins*  
Michael Harkins, Secretary of State

*Mar. 2, A.D. 1987*

AUTHENTICATION:

*Michael T. Sauer*

DATE:

11143612

RECORDER

02/26/1987

877057074

\$3.00 STATE DOCUMENT FEE PAID

12 noon  
FILED

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FARLEY/NORTHWEST INDUSTRIES, INC.

FEB 28 1987

*[Signature]*  
SECRETARY OF STATE

FARLEY/NORTHWEST INDUSTRIES, INC., a corporation duly incorporated on March 28, 1985 under the name Factani Corporation and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That the Board of Directors of said corporation adopted a resolution proposing and declaring advisable the following amendments to and restatement of the Restated Certificate of Incorporation of said corporation; and

SECOND: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242, 245 and 228 of the General Corporation Law of the State of Delaware and that, effective upon the filing of this Restated Certificate of Incorporation, the certificate of incorporation of the corporation shall be amended and restated as follows:

ARTICLE I

The name of the corporation is Fruit of the Loom, Inc.

ARTICLE II

The address of its registered office in the State of Delaware is 229 South State Street, Dover, County of Kent. The name of its registered agent is United States Corporation Company.

ARTICLE III

The nature of the business to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The amount of total authorized capital stock of the corporation is 165,500,000 shares which are divided into four classes as follows:

A class of 500,000 shares of Preferred Stock without par value, designated as Class D Preferred Stock (the "Class D Preferred Stock");