

ARTICLES OF MERGER
of
Dan River Mills, Incorporated,
Woodside Mills and
Wunda Weve Leasing Co.

I.

The Plan of Merger is as follows:

1. On the effective date of the merger (hereinafter referred to as the "Effective Date"), Woodside Mills and Wunda Weve Leasing Co., both South Carolina corporations and herein called "subsidiary corporations", shall be merged into Dan River Mills, Incorporated, a Virginia corporation, which is the parent corporation and shall be the surviving corporation.
2. The Effective Date shall be the date on which the State Corporation Commission of Virginia shall issue a certificate of merger. Articles of Merger shall be filed with the State Corporation Commission of Virginia and with the Secretary of State of South Carolina, in accordance with applicable laws of Virginia and of South Carolina, in such manner as may be necessary to effect the merger on the Effective Date.
3. Dan River Mills, Incorporated, the surviving corporation, is the holder of all issued and outstanding shares of the capital stock of each of the subsidiary corporations. No such shares shall be converted into shares or other securities or obligations of the surviving corporation, no shares of the surviving corporation shall be issued, nor shall any cash or other consideration be paid or delivered upon the surrender of the shares of the subsidiary corporation, but on the Effective Date, stock certificates representing all issued and outstanding shares of the capital stock of Woodside Mills and Wunda Weve Leasing Co. shall be surrendered and cancelled. Dan River Mills, Incorporated, as the surviving corporation, shall own all the assets of each subsidiary corporation and succeed to all its liabilities, and the effect of the merger shall be as provided by the laws of Virginia and of South Carolina applicable in such cases.

II.

There are 393,127.44 outstanding shares of the capital stock of Woodside Mills, all of which are of the one class, common stock, and there are 1,000 outstanding shares of the capital stock of Wunda Weve Leasing Co., all of which are of the one class, common stock, and all of which shares of the subsidiary corporations are owned by Dan River Mills, Incorporated, the surviving corporation.

LAW DEPARTMENT
DAN RIVER MILLS
INCORPORATED

RECEIVED TO
AS TAKEN
ORIGINAL

O. James Grant

(Continued on next page)