



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

C & L MANUFACTURING, INC.

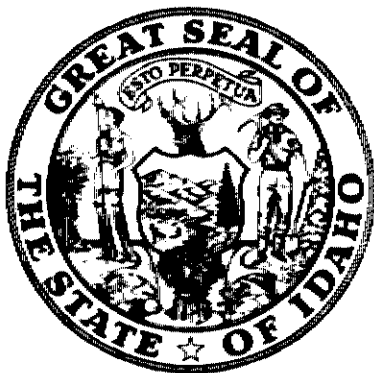
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CARTER'S MANUFACTURING, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated March 19, 19 91



Pete T. Cenarrusa

SECRETARY OF STATE

W. J. Davis
Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF AMENDMENT
OF

RECEIVED
SEC. OF STATE

91 MAR 19 AM 8 43

C & L MANUFACTURING, INC. '91 MAR 6 AM 9 03

Pursuant to Section 30-1-58 of the General Business Corporations Act of the State of Idaho, the undersigned corporation adopts the following articles of amendment to its articles of incorporation dated May 25, 1988:

ONE: The name of the corporation is C & L Manufacturing, Inc.

TWO: The following amendment to the articles of incorporation was adopted by resolution by the directors of the corporation on February 19, 1991, at a special meeting, in the manner prescribed by the laws of the State of Idaho, Section 30-1-59 of the General Business Corporations, and the articles of incorporation of the corporation:

That the name of the corporation, C & L Manufacturing, Inc., be deleted and in its place and stead the corporation's name is and shall be CARTER'S MANUFACTURING, INC., and as a result thereof, the First Article of the Articles of Incorporation of C & L Manufacturing, Inc. be amended so that it shall, as amended, read as follows:

FIRST

That the name of said corporation is and shall be CARTER'S MANUFACTURING, INC.

THREE: That the shareholders adopted and approved the same amendment on the day of February 19, 1991, by written consent.

FOUR: That the number of shares entitled to vote on or consent to the amendment is 200 shares.

FIVE: That the number of shares that voted for the amendment was 200 shares and the number of shares that voted against the amendment was 0 shares.

Executed by the undersigned corporation in duplicate original at Rupert, Idaho, on February 19, 1991.

C & L Manufacturing, Inc.

By: 
William James Carter
President

(SEAL)


Kathleen Carter
Secretary

STATE OF IDAHO)
) ss.
County of Minidoka)

I, the undersigned, a notary public, do hereby certify that on this 14th day of February, 1991, personally appeared WILLIAM JAMES CARTER who, being by me first duly sworn declared that he is the President of C & L Manufacturing, Inc, an Idaho corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)



Notary Public
Residing at Burley, Idaho
My Commission Expires: 5/2/91

STATE OF IDAHO)
) ss.
County of Minidoka)

I, the undersigned, a notary public, do hereby certify that on this 14th day of February, 1991, personally appeared KATHLEEN CARTER, who, being by me first duly sworn declared that she is the Secretary of C & L Manufacturing, Inc, an Idaho corporation, that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

(SEAL)



Notary Public
Residing at Burley, Idaho
My Commission Expires: 5/2/92