

Filing fee: ~~50.00~~
\$100.00

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

AMSN, INC.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
73709 AMSN, Inc.	Rhode Island
American Snacks, Inc.	Delaware

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is AMSN, Inc. (See paragraph 2 of Exhibit A for name change) and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the ^{sole incorporator*} ~~shareholders~~ of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)
*(no stock having been issued)

See Exhibit A attached hereto and made a part hereof.

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FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
AMSN, Inc.	0		
American Snacks, Inc.	275,000		

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
*AMSN, Inc.					
American Snacks, Inc.	275,000	0			

*Plan voted for by consent of sole incorporator pursuant to Chapter 7-1.1-47 of the Rhode Island General Laws, no stock having been issued.

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated August 25, 1993

AMSNI, Inc.
By [Signature] Its President
and [Signature] Its Secretary
American Snacks, Inc.
By [Signature] Its President
and [Signature] Its Secretary

STATE OF Massachusetts }
COUNTY OF Essex } Sc.

At Peabody in said County on the 25 day of August 19 93, before me personally appeared Ronald G. Casty, who being by me first duly sworn, declared that he is the President of AMSNI, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public
My Commission Expires: 3/27/98

(NOTARIAL SEAL)

STATE OF Massachusetts }
COUNTY OF Essex } Sc.

At Peabody in said County on the 25 day of August 19 93, before me personally appeared Ronald G. Casty, who being by me first duly sworn, declared that he is the President of American Snacks, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public
My Commission Expires: 3/27/98

(NOTARIAL SEAL)

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RECEIVED
AUG 30 10 53 AM '33



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

October 12, 1993

TO WHOM IT MAY CONCERN:

Re: AMERICAN SNACKS, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

EXHIBIT A

AGREEMENT AND PLAN OF MERGER made and entered into on the date hereinafter set forth by and between American Snacks, Inc., a business corporation of the State of Delaware ("ASI") and AMSN, Inc., a business corporation of the State of Rhode Island ("AMSN").

WHEREAS, ASI is a business corporation of the State of Delaware with a registered office therein located at 32 Lookerman Square, Suite L-100, Dover, Delaware 19901; and

WHEREAS, ASI has an authorized capitalization of 300,000 shares of common stock, \$.10 par value, of which 275,000 shares are issued and outstanding; and

WHEREAS, AMSN is a business corporation of the State of Rhode Island with its principal office therein located at 1005 Main Street, Pawtucket, Rhode Island 02860; and

WHEREAS, AMSN has authority to issue 3,000 shares of common stock, \$.10 par value, of which no shares are issued and outstanding; and

WHEREAS, the General Corporation Law of the State of Rhode Island permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of Rhode Island; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, AMSN and its Board of Directors deems it advisable and to its advantage, welfare, and best interests, and ASI and its Board of Directors deems it advisable and to its and its stockholders advantage, welfare and best interests, to merge ASI with and into AMSN pursuant to the provisions of the General Corporation Law of the State of Delaware, which is the jurisdiction of organization of ASI, and pursuant to the provisions of the General Laws of the State of Rhode Island, which is the jurisdiction of AMSN.

NOW, THEREFORE, in consideration of these premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by ASI and AMSN and approved by resolutions adopted by their respective Board of Directors, this Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon for submission to the stockholders and the sole incorporator of ASI and AMSN, respectively, as required by the provisions of the General Corporation Law of the State of Delaware and the General Laws of the State of Rhode Island.

1. ASI and AMSN shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, and the provisions of the General Laws of the State of Rhode Island, be merged with and into a single corporation, to wit, AMSN, which shall be the surviving corporation upon the Effective Date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name American Snacks, Inc. pursuant to the provisions of the General Laws of the State of Rhode Island. The separate existence of ASI, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said Effective Date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. From and after the Effective Date and until thereafter amended as provided by law, the Articles of Incorporation of AMSN as in effect immediately prior to the Effective Date shall be and continue to be the Articles of Incorporation of the Surviving Corporation, except that the following changes and amendments shall be made to such Articles of Incorporation effective as of the Effective Date:

- (a) That Article First be amended so that such Article First shall be and read as follows:

"First. The name of the corporation is American Snacks, Inc."

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Laws of the State of Rhode Island.

4. The persons holding the offices of directors, of President, of Chairman of the Board, of Treasurer, and of Secretary, respectively, of the surviving corporation upon the Effective Date of the merger shall constitute the initial Board of Directors and the initial President, the initial Chairman of the Board, the initial Treasurer, and the initial Secretary of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation; and each person holding any other office of the surviving corporation upon said Effective Date shall continue to hold his office in like manner.

5. Upon the Effective Date of the merger, each of the shares of common stock of ASI, \$.10 par value, issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished and each of said shares shall be converted into one one-hundredth (1/100th) of a share of the common stock of the Surviving Corporation.

6. After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of ASI common stock, \$.10 par value, shall surrender the same to the Surviving Corporation for cancellation and each such holder will be entitled to receive certificates representing the number of shares of common stock \$.10 par value of the surviving corporation as provided in Paragraph 5 of this Agreement. Until so surrendered 1% of the shares represented by each outstanding certificate which prior to the Effective Date represented ASI common stock, \$.10 par value, shall be deemed and treated for all corporate purposes to represent the ownership of shares of common stock, \$.10 par value, of the surviving corporation.

7. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 400 Eastern Avenue, Chelsea, MA 02150.

8. The effective date of this Agreement and Plan of Merger and the date on which the merger herein agreed shall become effective, shall be November 10, 1993.

9. This Agreement and Plan of Merger shall be submitted to the stockholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, and shall be submitted to the sole incorporator of the surviving corporation, no stock having yet been issued, for his approval or rejection in the manner prescribed by the provisions of the General Laws of the State of Rhode Island.

10. In the event that this Agreement and Plan of Merger shall have been adopted on behalf of the terminating corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and shall have been adopted on behalf of the surviving corporation in the manner prescribed by the provisions of the General Laws of the State of Rhode Island, the terminating corporation and the surviving corporation do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the State of Rhode Island, and that they

will cause to be performed all necessary acts within said States and elsewhere to effectuate the merger herein provided for.

11. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to effectuate the merger and to carry out and to put into effect any of the provisions of the Agreement of Merger.

IN WITNESS WHEREOF, this Agreement of Merger is signed by and on behalf of the terminating corporation and the surviving corporation on the date hereinafter set forth.


Dated: August 25, 1993

AMERICAN SNACKS, INC.

By: 

Ronald G. Casty
Its President

Attest:


Robert M. Rosen
Its Secretary

Dated: August 25, 1993

AMSN, INC.

By: 

Ronald G. Casty
Its President

The undersigned, being the Secretary of American Snacks, Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Agreement and Plan of Merger.


Dated: August 25, 1993.



Robert M. Rosen, Secretary

The undersigned, being the Secretary of AMSN, Inc., does hereby certify that the sole incorporator of said corporation, no stock having been issued, consented in writing, pursuant to the provisions of Chapter 7-1.1-30.3 of the General Laws of the State of Rhode Island, to the adoption of the foregoing Agreement and Plan of Merger.

Dated: August 25, 1993.



Robert M. Rosen, Secretary

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