

Filing Fee: See Instructions

ID Number: 107590



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Kitsilis Merger, LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities, submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Row 1: WPA Associates, Inc. 107590, Corporation, Rhode Island.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Kitsilis Merger, LLC which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation) See Exhibit A.

e. If the surviving entity's name has been amended via the merger, please state the new name: WPA Associates, LLC

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED

JUN 24 2008

By [Signature]

1:00

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- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
- i) The name of the subsidiary corporation is _____
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

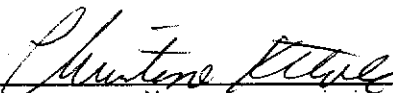
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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

WPA Associates, Inc.

Print Entity Name

By:  _____

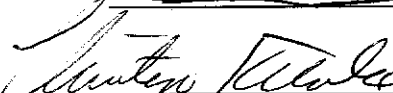
Christine Kitsilis Name of person signing President Title of person signing

By: _____

Name of person signing Title of person signing

~~WPA Associates, Inc.~~ Kitsilis Merger, LLC

Print Entity Name

By:  _____

Christine Kitsilis Name of person signing Member Title of person signing

By: _____

Name of person signing Title of person signing

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") is dated as of June 24, 2008 by and between WPA ASSOCIATES, INC. , a Rhode Island corporation (hereinafter referred to as the "Merged Corporation") and KITSILIS MERGER, LLC, a Rhode Island limited liability company (hereinafter referred to as the "Surviving Company") (the Merged Corporation and the Surviving Company are hereinafter collectively referred to as the "Constituent Entities").

W I T N E S S E T H:

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Merged Corporation has an authorized capital stock consisting of 600 shares of common stock, \$.00 par value, of which six hundred (600) shares of common stock have been duly issued and outstanding; and

WHEREAS, the Surviving Company is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, all of the limited liability interests in the Surviving Company have been duly issued and outstanding; and

WHEREAS, the respective stockholder and sole managing member of the Constituent Entities deems it advisable and in the best interests of the Constituent Entities that the Merged Corporation be merged into the Surviving Company under and pursuant to Section 7-1.2-1001 of the Rhode Island Business Corporation Act, and Section 7-16-61 of the Rhode Island Limited Liability Company Act; and

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Company, which shall be the surviving company of the merger (the "Merger"), upon filing of the Articles of Merger to be filed with the Secretary of State of Rhode Island (the "Effective Date").

2. Terms and Conditions. On the Effective Date of the Merger, the separate existence of the Merged Corporation shall cease and the Surviving Company shall succeed to all of the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the

Merged Corporation, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the Merger. The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the Merger and the identity, existence, purposes, powers, objects, franchises, rights and immunities of the Merged Corporation shall be continued in and merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into limited liability company interests of the Surviving Company are as follows:

(a) Each share of common stock of the Merged Corporation that is issued and outstanding on the Effective Date of the Merger shall be canceled and no payment shall be made with respect thereto.

(b) Each limited liability company interest of the Surviving Company that is outstanding on the Effective Date of the Merger shall remain outstanding.

4. Articles of Organization. The Articles of Organization of the Surviving Company as in effect on the date of the Merger are to be amended and changed by reason of the Merger herein certified by striking out Article 1. thereof, relating to the name of said Surviving Company, and by substituting in lieu thereof, the following new Article 1.:

“1. The name of the limited liability company is: WPA Associates, LLC”; and said Articles of Organization as so amended shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Rhode Island Limited Liability Company Act.

5. Operating Agreement of Surviving Company. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the Effective Date of the Merger.

6. Purposes of Surviving Company. The purposes set forth in the Operating Agreement of the Surviving Company, as in effect on the date of the Merger, shall continue in full force and effect as the purposes of the Surviving Company following the Effective Date of the Merger.

7. Manager and Officers. The managing member and officers of the Surviving Company on the Effective Date of the Merger shall continue as the managing member and officers of the Surviving Company following the Merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approvals. This Agreement requires the approval of the director and shareholder of the Merged Corporation and the managing member and members of the Surviving Company in accordance with the provisions of Sections 7-1.2-1001 and 7-1.2-1002 of the Rhode Island Business Corporation Act and Sections 7-16-21 and 7-16-61 of the Rhode Island Limited Liability Company Act.

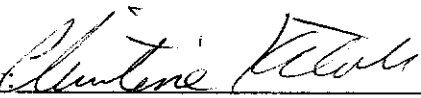
9. Successors and Assigns; No Other Beneficiaries. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or obligations hereunder without the consent of the other party hereto. This agreement is not intended to confer upon any person not a party hereto any rights or remedies hereunder.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Rhode Island without regard to the conflict of law rules thereof.

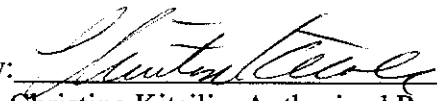
11. Counterparts, Effectiveness. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective Director, Shareholder, Managing Member and Members of the Constituent Entities, has caused this Agreement to be executed by its President as of the date first above written.

WPA ASSOCIATES, INC.,
a Rhode Island corporation

By: 
Christine Kitsilis, President

KITSILIS MERGER, LLC,
a Rhode Island limited liability company

By: 
Christine Kitsilis, Authorized Person