

Filing Fee: See Instructions

ID Number: 000092628



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

OCT 28 2008

By AMK

11:03

71778

ARTICLES OF MERGER OR CONSOLIDATION INTO

Rex Capital, Inc.

(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 ☒ 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:

Name of entity	Type of entity	State under which entity is organized
Rex Capital, Inc.	business corporation	Florida
Rex, Inc.	business 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 Rex Capital, Inc.
which is to be governed by the laws of the state of Florida

- 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)

- e. If the surviving entity's name has been amended via the merger, please state the new name:
n/a

- 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:
5784 Post Road, Suite 5, Warwick, RI 02818

- 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: upon 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.

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.

.....
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.

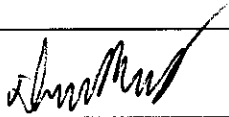
.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- 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:

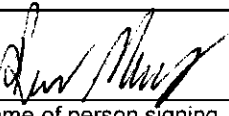
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity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

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

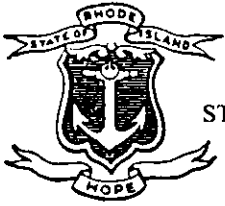
Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

By: X  Rex Capital, Inc.
Name of person signing Print Entity Name
David P. Mixer, President
Title of person signing

By: _____
Name of person signing Title of person signing

By: X  Rex, Inc.
Name of person signing Print Entity Name
David P. Mixer, President
Title of person signing

By: _____
Name of person signing Title of person signing



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

October 17, 2008

TO WHOM IT MAY CONCERN:

Re: REX, INC

It appears from our records that the above named corporation has filed all 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 above named corporation for the purpose of

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 15th day of December, 2007 between REX CAPITAL, INC., a Florida corporation (hereinafter referred to as the "Surviving Corporation"), and REX, INC., a Rhode Island corporation (hereinafter referred to as the "Merged Corporation") (hereinafter the Merged Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Corporation has authorized capital stock consisting of three thousand (3,000) shares of Common Stock, \$.01 par value, of which one thousand (1,000) shares have been duly issued and are now outstanding; and

WHEREAS, David P. Mixer (the "Surviving Corporation's Shareholder") owns all of the issued and outstanding shares of the Surviving Corporation; and

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

WHEREAS, the Merged Corporation has authorized capital stock consisting of eight thousand (8,000) shares of Common Stock, \$.01 par value, of which one hundred (100) shares have been duly issued and are now outstanding; and

WHEREAS, the Surviving Corporation's Shareholder is also the owner of all of the issued and outstanding shares of the Merged Corporation (the "Merged Corporation's Shareholder"); and

WHEREAS, the Surviving Corporation's Shareholder and the Merged Corporation's Shareholder are sometimes collectively referred to hereinafter as the "Shareholders"; and

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable and in the best interests of the respective Constituent Corporations and the Shareholders that the Merged Corporation be merged with and into the Surviving Corporation under and pursuant to Section 7-1.2-1006 of the Rhode Island Business Corporation Act and Section 607.1107 of the Florida Business Corporation Act, in a transaction that is treated as a merger under Section 368(a)(1)(A) of the Internal Revenue Code.

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

COPY

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the Surviving Corporation, in a transaction that is treated as a merger under Section 368(a)(1)(A) of the Internal Revenue Code.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation 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.

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

(a) Each share of the Common Stock of the Merged Corporation issued and outstanding on the effective date of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) Each share of the Common Stock of the Surviving Corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall continue to be the Articles of Incorporation of said Surviving Corporation following the effective date of the merger, until further amended and changed pursuant to the provisions of the Florida Business Corporation Act.

5. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the merger, shall continue in full force and effect as the purposes of the Surviving Corporation following the effective date of the merger.

6. By-laws of Surviving Corporation. The By-laws of the Surviving Corporation, as in effect on the effective date of the merger, shall continue to be its By-laws following the effective date of the merger.

7. Sole Director and Officers. The sole director and officers of the Surviving Corporation on the effective date of the merger shall continue as the sole director and officers of the Surviving Corporation 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 board of directors and the Merged Corporation's Shareholder of the Merged Corporation pursuant to Section 7-1.2-1002 of

- 2 - COPY

the Rhode Island Business Corporation Act and the approval of the board of directors and the Surviving Corporation's Shareholder pursuant to Section 607.1103 of the Florida Business Corporation Act, which approvals have been obtained.

9. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State and upon the filing of the Articles of Merger with the Rhode Island Secretary of State.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida and, insofar as applicable, by the merger provisions of the Rhode Island Business Corporation Act.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

COPY


IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly granted by the directors and the Shareholders of the Constituent Corporations, has caused this Agreement to be executed by its duly authorized officers.

ATTEST:



Name: David P. Mixer
Title: Secretary

REX CAPITAL, INC.
(a Florida corporation)



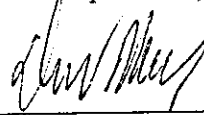
By: _____
Name: David P. Mixer
Title: President

ATTEST:



Name: David P. Mixer
Title: Secretary

REX, INC.
(a Rhode Island corporation)



By: _____
Name: David P. Mixer
Title: President

COPY

[Signature Page to Agreement and Plan of Merger of
the merger of Rex, Inc. (RI) into
Rex Capital, Inc.]



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

