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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is THE MILLER & MARK COMPANY

2. The dissolution was approved by (check one):

☒ consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

☐ by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.

3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution 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

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

Date: 12/04/08

[Signature]
Signature of Authorized Officer of the Corporation

DEAN D. HUGO
Type or Print Name of Authorized Officer

FILED
DEC 08 2008
By 075233
11/14

**CONSENT IN LIEU OF SPECIAL MEETING
OF STOCKHOLDERS OF
THE MILLER AND MARK COMPANY
NOVEMBER 5, 2008**

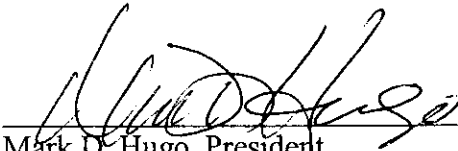
THE UNDERSIGNED, BEING THE STOCKHOLDERS OF THE MILLER AND MARK COMPANY, a Rhode Island corporation, in lieu of holding a Special Meeting, do hereby consent to the adoption of the following Resolutions and adopt the same as formal acts of Corporation:

RESOLVED: that pursuant to the applicable provisions of the By-Laws of the Corporation and in conformance with Title 7-1.2-1302 of the Rhode Island General Laws, 1956, as amended, the Corporation be dissolved; and be it further

RESOLVED: that effective immediately, the Corporation shall cease to conduct its business and affairs except insofar as it may be necessary for the winding up thereof; and be it further

RESOLVED: that Mark D. Hugo, in his capacity as Stockholder of the Corporation, is hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to do and perform all such acts and things as may be required, necessary, appropriate, desirable or advisable to carry out the intent of these Resolutions, including the execution and filing of Articles of Dissolution pursuant to title 7-1.2-1308 of said Rhode Island General Laws.

IN WITNESS WHEREOF, we have executed this Consent as of the 5th day of November, 2008



Mark D. Hugo, President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

November 26, 2008

TO WHOM IT MAY CONCERN:

Re: THE MILLER AND MARK COMPANY

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

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations

FILED

DEC 08 2008

By

075233 11/14



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

