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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

FILED

FEB 27 2009

BY

AMF

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ARTICLES OF MERGER OR CONSOLIDATION INTO
BIRNS Aquamate 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 ☒ 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
BIRNS Aquamate LLC	limited liability company	Rhode Island
BIRNS AQUAMATE LLC	limited liability company	Massachusetts

- 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 BIRNS Aquamate 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**)

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

- 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 March 1, 2009

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.

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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.

.....
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

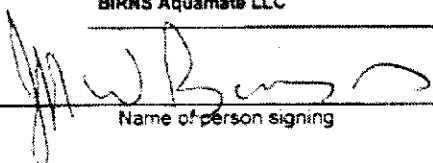
a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is _____

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.

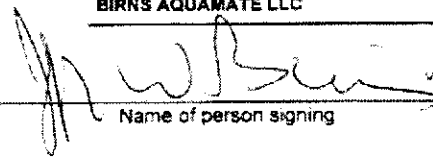
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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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.

BIRNS Aquamate LLC

Print Entity Name
By:  _____
Authorized Person
Name of person signing _____ Title of person signing _____
By: _____
Name of person signing _____ Title of person signing _____

BIRNS AQUAMATE LLC

Print Entity Name
By:  _____
Authorized Person
Name of person signing _____ Title of person signing _____
By: _____
Name of person signing _____ Title of person signing _____

Plan and Agreement of Merger

THIS PLAN AND AGREEMENT OF MERGER made and entered into this 23rd day of February, 2009, between BIRNS Aquamate LLC., a Rhode Island limited liability company ("AQUAMATE - RI"), and BIRNS AQUAMATE LLC, a Massachusetts limited liability company ("AQUAMATE - MA", together with AQUAMATE - RI, sometimes referred to as the "merging entities").

Recitals:

Fifty percent (50%) of the membership "Percentage Interests" as defined in AQUAMATE - MA's Operating Agreement, dated as of May 18, 2006 (the "Operating Agreement") in AQUAMATE - MA is owned by Eliav Bar-Hai. Fifty percent (50%) of such Percentage Interests in AQUAMATE - MA is owned by Jacquelynne Bar-Hai. AQUAMATE - RI was organized by AQUAMATE-MA for the purpose of changing its jurisdiction of domicile from Massachusetts to Rhode Island. One hundred percent of the membership interests in AQUAMATE - RI are owed by AQUAMATE - MA. The sole Member of AQUAMATE - RI and the Members of AQUAMATE - MA deem it advisable and generally to the advantage and welfare of the merging entities, AQUAMATE - MA's Members and the Member of AQUAMATE - RI, that AQUAMATE - MA merge with and into AQUAMATE - RI under and pursuant to the provisions of Title 7, Chapter 16 of the General Laws of Rhode Island, 1956 (the "Act"), as amended, and the provisions of Chapter 156C of the Massachusetts General Laws.

Agreements:

NOW, THEREFORE, in consideration of the mutual agreements herein set forth and the mutual benefits hereby provided, the parties agree as follows:

1. Merger. AQUAMATE - MA shall be and hereby is merged into AQUAMATE - RI as of the Effective Date.
2. Effective Date. This Plan and Agreement of Merger shall become effective (the time of such effectiveness, the "Effective Date") immediately upon the latest of the following: (a) filing with the Secretary of State of the State of Rhode Island of Articles of Merger, (b) filing with the Secretary of the Commonwealth of Massachusetts of a Certificate of Merger and Cancellation, or (c) March 1, 2009.
3. Surviving Entity. AQUAMATE - RI shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Rhode Island, but the separate company existence of AQUAMATE - MA shall cease forthwith upon the Effective Date.

4. Conversion of Percentage Interests Outstanding. By virtue of the merger and the retirement of membership interests of AQUAMATE - RI outstanding on the Effective Date as hereinafter provided, the percentage of membership interests of each Member of AQUAMATE - MA shall be converted into a like percentage of membership interests in AQUAMATE - RI on the Effective Date so that, unless and until the same shall be changed in accordance with the Operating Agreement or in accordance with the laws of the State of Rhode Island, the Percentage Interests of Eliav Bar-Hai shall be Fifty percent (50%) and the Percentage Interests of Jacquelynne Bar-Hai shall be Fifty percent (50%)

5. Articles of Organization. The Articles of Organization of AQUAMATE - RI as in effect prior to the Effective Date shall be the Articles of Organization of AQUAMATE - RI immediately following the Effective Date, and shall be unchanged by virtue of the merger.

6. Operating Agreement. The Operating Agreement of AQUAMATE -MA as in effect prior to the Effective Date shall be adopted as the Operating Agreement of AQUAMATE - RI immediately following the Effective Date, amended as to the extent necessary to reflect that it is governed by Rhode Island law and that the provisions of the Act shall apply from and after the Effective Date. The Members may, but shall not be obligated to, cause to be prepared and executed an amendment to the Operating Agreement to effect such changes.

7. Effect of the Merger. Upon the Effective Date and subsequently, AQUAMATE - RI shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging entities; and all property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares or other interests, all other choses in action, and all and every other interest of or belonging to or due to each of the merging entities, is taken and deemed to be transferred to and vested in the AQUAMATE - RI without further act or deed; and the title to any real estate, or any interest in real estate, vested in either merging entity will not revert or be in any way impaired because of the merger. AQUAMATE - RI shall be subsequently responsible and liable for all the liabilities and obligations of each of the merging entities; and any claim existing or action or proceeding pending by or against either entity merging hereunder may be prosecuted as if the merger had not taken place, or the surviving company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any merging entity is impaired by the merger.

8. Further Assurances. If at any time AQUAMATE - RI shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to AQUAMATE - RI any right, title, or interest of AQUAMATE - MA held immediately prior to the Effective Date, AQUAMATE - MA and its proper officers, manager or Members shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in AQUAMATE - RI as shall be necessary to carry out the purposes of this Plan

9. Retirement of Membership Interests in AQUAMATE - MA. Forthwith upon the Effective Date, the membership interests in AQUAMATE - RI held by AQUAMATE - MA on the Effective Date shall be retired and no new interests or other rights shall be issued in respect thereof.

10. Book Entries. The merger contemplated hereby shall be treated, on the books and records of the merging entities, in such manner as, with the advice of the accountants for AQUAMATE - RI, will be most advantageous to such entities and the Members of AQUAMATE - RI.

11. Management; Officers. The Manager and officers, if any, of AQUAMATE - MA immediately prior to the Effective Date shall become the Manager and officers of AQUAMATE - RI immediately following the Effective Date, without change by virtue of the merger. Any such Manager and officers shall hold office from the Effective Date until their successors shall be appointed, in the manner provided in the Operating Agreement.

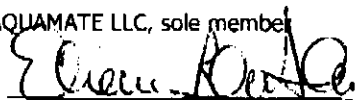
12. Termination. This Plan and Agreement of Merger may be terminated and abandoned by action of the sole Member of AQUAMATE - RI or the Members of AQUAMATE - MA at any time prior to the Effective Date.

IN WITNESS WHEREOF, each of the entities which are parties hereto, pursuant to authority duly granted by its Members, has caused this Plan and Agreement to be executed by its authorized Member.

BIRNS Aquamate LLC
(Rhode Island limited liability company)

By BIRNS AQUAMATE LLC, sole member

By:

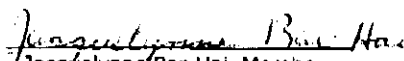

Eliav Bar-Hai, Member

BIRS AQUAMATE LLC
(Massachusetts limited liability company)

By


Eliav Bar-Hai, Member

By


Jacquelynne Bar-Hai, Member