Filing Fee: ***See Instructions*** **ID Number:** 164381

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

GREENBYTES, 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
GREENBYTES, INC.	Corporation	Rhode Island
GREENBYTES, INC.	Corporation	Delaware

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 **GREENBYTES, INC.**
which is to be governed by the laws of the state of **Delaware**

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:
Hopkinton Industrial Park, #301, 15 Gray Lane, Ashaway, RI 02804

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 ____________________

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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.

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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.

GREENBYTES, INC. (RI)
Print Entity Name

By: [signature] **Richard W. Petrocelli, President**
Name of person signing — Title of person signing

By: ____________________ ____________________
Name of person signing — Title of person signing

GREENBYTES, INC. (DE)
Print Entity Name

By: Robert R. Petrocelli **Robert R. Petrocelli, Vice President**
Name of person signing — Title of person signing

By: ____________________ ____________________
Name of person signing — Title of person signing

PLAN AND AGREEMENT OF MERGER

BETWEEN

GREENBYTES, INC., A RHODE ISLAND CORPORATION

AND

GREENBYTES, INC., A DELAWARE CORPORATION

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER made and entered into as of this 6th day of May, 2009 between GREENBYTES, INC., a corporation duly organized and existing under the laws of the State of Rhode Island (hereinafter sometimes referred to as "the Parent Corporation"), and GREENBYTES, INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as "the Subsidiary Corporation").

WITNESSETH:

WHEREAS, the Parent Corporation is presently the owner of all of the shares of capital stock of the Subsidiary Corporation issued and outstanding; and

WHEREAS, the authorized capital stock of Parent Corporation consists of 3,000,000 shares of Common Stock, $0.01 par value per share, of which 1,139,384.1 shares are issued and outstanding, and the number of such shares is not subject to change prior to the effective date of the merger; and

WHEREAS, the authorized capital stock of the Subsidiary consists of 3,000,000 shares of Common Stock, $0.01 par value per share, of which 100 shares are issued and outstanding, and the number of such shares is not subject to change prior to the effective date of the merger; and

WHEREAS, the Parent Corporation and the Subsidiary Corporation deem it to be in their common interest to merge into a single corporation pursuant to this Plan and Agreement of Merger; and

WHEREAS, the parties desire that the Subsidiary Corporation be the surviving corporation and that the name of the surviving corporation be GREENBYTES, INC.;

NOW, THEREFORE, in consideration of the covenants and agreements herein contained and other good and valuable consideration, the receipt whereof is hereby acknowledged, it is agreed as follows:

I.

The Parent Corporation shall be merged with and into the Subsidiary Corporation in accordance with the provisions of Section 7-1.2-1006 of the Rhode Island Business Corporation Act and Section 253 of the Delaware General Corporation Law.

The Subsidiary Corporation shall be the corporation which shall survive the merger and is hereinafter sometimes referred to as the "Surviving Corporation."

II.

The certificate of incorporation, purposes, capitalization, fiscal year ending date, annual meeting date, bylaws and officers and directors of the Surviving Corporation shall be the certificate of incorporation, purposes, capitalization, fiscal year ending date, annual meeting date, bylaws and officers and directors of the Subsidiary Corporation. The name of the Surviving Corporation shall remain unchanged.

III.

The effective date and time of the merger shall be (a) upon filing of Articles of Merger with the Rhode Island Secretary of State for purposes of the laws of Rhode Island and (b) upon filing of a Certificate of Ownership and Merger with the Delaware Secretary of State for purposes of the laws of Delaware.

IV.

The manner and basis of converting the shares of the capital stock of the constituent corporations shall be as follows:

(1) Each single share of the Common Stock of the Parent Corporation which shall be issued and outstanding immediately before the effective date and time of the merger shall, by virtue of the merger and on the effective date and time of the merger, be converted into and exchanged for one (1) fully paid share of the Common Stock of the Surviving Corporation; provided, however, that certificates for shares of the Common Stock of the Surviving Corporation shall be issued to the holders of the Common Stock of the Parent Corporation only upon surrender of their certificates for shares of the Common Stock of the Parent Corporation.

(2) All issued and outstanding shares of Common Stock of the Subsidiary Corporation held by the Parent Corporation immediately before the effective date and time of the merger shall, by virtue of the merger and on the effective date and time of the merger, cease to exist, and the certificates representing such shares shall be surrendered to the Surviving Corporation for cancellation.

V.

Each of the Parent Corporation and the Subsidiary Corporation shall comply with the applicable laws of the state of its incorporation in order to effectuate this Plan and Agreement of Merger.

The merger shall have legal effect, for purposes of the laws of Rhode Island, as provided in Section 7-1.2-1005 of the Rhode Island Business Corporation Act and, for purposes of the laws of Delaware, as provided in Section 259 of the Delaware General Corporation Law.

The merger contemplated herein shall be upon the condition precedent that this Plan and Agreement of Merger shall have been approved by the shareholders and/or directors of the Parent Corporation and the Subsidiary Corporation, respectively, to the extent such approval is mandated by the Rhode Island Business Corporation Act and the Delaware General Corporation

Law, and all other requirements have been met and filings duly made under the Rhode Island Business Corporation Act and the Delaware General Corporation Law.

Notwithstanding any of the foregoing to the contrary, this Plan and Agreement of Merger may be abandoned at any time prior to the effective date and time of the merger by either of the respective boards of directors of the Parent Corporation or the Subsidiary Corporation, notwithstanding its approval by the stockholders of either or both of the Parent Corporation and the Subsidiary Corporation; and in the event of such abandonment, this Plan and Agreement of Merger shall become null and void and of no force and effect.

VI.

This Plan and Agreement of Merger may be executed in counterparts, each of which shall be deemed to be an original hereof, but all of which counterparts collectively shall constitute one instrument representing the Plan and Agreement of Merger among GREENBYTES, INC., a Rhode Island corporation, and GREENBYTES, INC., a Delaware corporation.

VII.

This Plan and Agreement of Merger shall be governed by and construed in accordance with the laws of the State of Rhode Island without regard to the choice of law provisions thereof.

IN WITNESS WHEREOF, the parties hereto have caused this PLAN AND AGREEMENT OF MERGER to be signed by their respective officers on the day and year first above written.

GREENBYTES, INC., a Rhode Island corporation

By: ______________________
Richard W. Petrocelli, President

GREENBYTES, INC., a Delaware corporation

By: ______________________
Robert R. Petrocelli, Chief Executive Officer

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

May 1, 2009

#1141381

TO WHOM IT MAY CONCERN:

Re: GREENBYTES 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

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:

May 06, 2009 12:53 PM

A. RALPH MOLLIS

Secretary of State