

Filing Fee: See Instructions

ID Number: 38278



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

A.G. & G. 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
A.G. & G. Inc.	Business Corporation	RI
A.G. & G. Manufacturing Company # 143662	Business Corporation	RI

- 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 A.G. & G. Inc.

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, 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 December 31, 2009

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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 A.G. & G. Manufacturing Company

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) November 10, 2009

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.

_____ A.G. & G. Inc.
Print Entity Name

By: [Signature] President
Antonio Giarrusso Name of person signing Title of person signing

By: [Signature] Secretary
Giovanni Giarrusso Name of person signing Title of person signing

_____ A.G. & G. Manufacturing Company
Print Entity Name

By: [Signature] President
Antonio Giarrusso Name of person signing Title of person signing

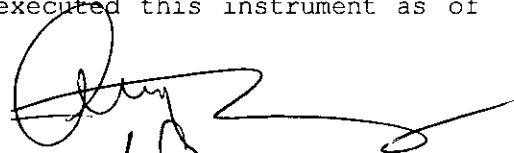
By: [Signature] Secretary
Giovanni Giarrusso Name of person signing Title of person signing

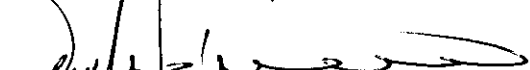
UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
A.G. & G. INC.

The undersigned, being all of the Directors of A.G. & G., Inc. ("Corporation"), do hereby, pursuant to Section 7-1.2-810, waive any required notice of a Director's Meeting and consent to the following actions being taken without a meeting.

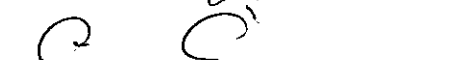
- RESOLVED: That the attached Agreement and Plan of Merger is hereby adopted in full and Antonio Giarrusso as President, and Giovanni Giarrusso as Secretary of the Corporation are authorized and directed to take all steps and execute all documents necessary to implement the Agreement and Plan of Merger; and it is further
- RESOLVED: That in furtherance of the Agreement and Plan of Merger adopted above, the Plan and Agreement of Merger in the form attached hereto as Exhibit A is hereby adopted in full; and it is further
- RESOLVED: That the President and Secretary of the Corporation are hereby authorized and directed to sign Articles of Merger and file the Articles of Merger with the Secretary of State of the State of Rhode Island; and it is further
- RESOLVED: That the President of the Corporation, as proper officer of the Corporation be and hereby is authorized and directed to take such additional actions in the name and on behalf of the Corporation as he deems necessary or appropriate to carry out the purposes of the foregoing votes.

In Witness whereof the undersigned have executed this instrument as of December 6, 2009


Antonio Giarrusso, Director


Angelo Giarrusso, Director


Franco Giarrusso, Director


Giovanni Giarrusso, Director


Matteo Giarrusso, Director

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated December 16, 2009 is by and between **A.G. & G. Inc.**, a Rhode Island business corporation ("PARENT") and **A.G. & G. Manufacturing Company**, a Rhode Island business corporation ("SUBSIDIARY") (PARENT and SUBSIDIARY are sometimes hereinafter referred to collectively as the "Constituent Corporations").

WHEREAS, PARENT and SUBSIDIARY are each Rhode Island corporations;

WHEREAS, Parent is the sole shareholder of Subsidiary, and the Parent deems it advisable that the Constituent Corporations merge and have duly approved and authorized the form of this Agreement and Plan of Merger; and

WHEREAS, the laws of the State of Rhode Island permit such a merger, and the Constituent Corporations desire to merge under and pursuant to the provisions of the laws of Rhode Island.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements and covenants herein contained, it is agreed that SUBSIDIARY shall be and it hereby is merged into PARENT, which shall be the Surviving Corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name.

The name of the surviving corporation shall be A.G. & G. Inc. upon the effective date of the merger.

Section 2. Articles of Incorporation.

The PARENT Articles of Incorporation shall be and remain the Articles of Incorporation of the surviving corporation.

Section 3. Bylaws.

The existing Bylaws of PARENT shall be and remain the bylaws of the surviving corporation.

Section 4. Directors and Officers.

The Officers of PARENT shall be and remain the Officers of the surviving corporation.

Section 5. Effective Date of Merger.

(a) For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective on December 31, 2009:

(i) This Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island and Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws, and

(ii) The Articles of Merger shall have been filed in the office of the Secretary of State of Rhode Island.

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

(c) The date upon which this Agreement and Plan of Merger and any other required documents have been filed in all of the offices mentioned above and upon which the Constituent Corporations shall so become a single corporation is the effective date of the merger.

Section 6. Effect of Merger.

Upon the merger becoming effective:

(a) PARENT shall possess all rights, privileges, powers, licenses and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise provided by law;

(b) PARENT shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other choses in action belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the surviving corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of SUBSIDIARY shall thenceforth attach to, and are hereby assumed by, PARENT and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

Section 7. Delivery of Instruments.

From time to time as and when requested by PARENT or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all instruments to carry out the intent and purposes of this Agreement and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement and Plan of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

Section 8. Expenses of Merger.

Each of the Constituent Corporations shall bear its own expenses in carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

Section 9. Abandonment of Merger.

Notwithstanding anything herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated or abandoned before it becomes effective:

(a) By mutual consent of the Directors & Shareholders of the Constituent Corporations;

(b) By the Directors and Shareholders of either one of the Constituent Corporations in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or

(c) By the Shareholders of either one of the Constituent Corporations if any material litigation or claims shall be pending or threatened against or substantially affecting any of the Constituent Corporations or the Surviving Corporation or any of their respective assets, or the merger, which, in the judgment of such Board, renders it inadvisable to proceed with the merger.

Section 10. Service of Process.

Upon the merger herein proposed becoming effective, the Surviving Corporation agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Merged Corporation or for any obligation of the Surviving Corporation arising from the merger, by the mailing of such service of process to:

John S. DiBona, Esq.
145 Phenix Avenue
Cranston, RI 02920

Section 11. Employer Identification Number.

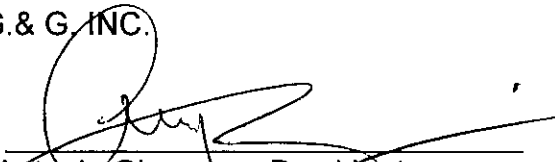
The federal employer identification number of PARENT shall be the federal employee identification number of PARENT.

Section 12. Method of Converting Stock.

At the effective time of the merger, each issued an outstanding share of capital stock of A.G. & G. Manufacturing Company shall be cancelled and the outstanding shares of the surviving corporation, A.G. & G. Inc., shall be unaffected by the merger and shall remain issued and outstanding.

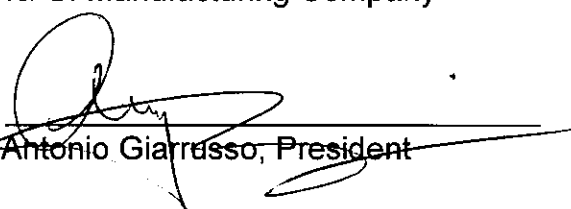
IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date first written above.

A.G. & G. INC.

By: 

Antonio Giarrusso, President

A.G. & G. Manufacturing Company

By: 

Antonio Giarrusso, President



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

