

Filing fee: ~~\$20.00~~ ^{50.00}

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**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

Jefferson Park Avenue Corporation

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

See Plan of Merger attached hereto and made a part hereof.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
AUG 17 1 40 PM '88

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AGREEMENT AND PLAN OF MERGER

AGREEMENT OF MERGER, made and entered into as of the 9th day of August, 1988 by and between Jefferson Park Avenue Corporation, a corporation organized and existing under the laws of the State of Rhode Island ("Survivor") and Durapoint Corporation, a corporation organized and existing under the laws of the State of Rhode Island ("Durapoint").

WHEREAS, each of the parties hereto deems it advisable and generally to the welfare of said corporations and their respective stockholders that Durapoint merge into Survivor;

WHEREAS, Survivor has an authorized capital of 1,000 shares of common stock, no par value, 200 shares of which presently are issued and outstanding.

WHEREAS, Durapoint has an authorized capital of 1000 shares of common stock, no par value, 200 shares of which presently are issued and outstanding.

WHEREAS, the registered office of Survivor in the State of Rhode Island is located in the Town of Bristol and the registered office of Durapoint is located in the Town of Bristol, State of Rhode Island.

NOW, THEREFORE, the parties to this Agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed as follows:

1. That Durapoint shall be merged into Survivor pursuant to Chapter 1.1 of Title 7 of the General Laws of the State of Rhode Island and qualifying as a reorganization as defined under Section 368(a) (1)(A) of the Internal Revenue Code.
2. Survivor shall be the surviving corporation, which shall be governed by the the laws of the State of Rhode Island.
3. The Articles of Incorporation of Survivor, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Incorporation of Survivor, except that Article First thereof shall read: "The name of the Corporation is Durapoint Corporation."
4. As of the date hereof, each issued and outstanding share of the common stock of Durapoint shall be cancelled and retired and no new shares of the common stock of Survivor shall be issued with respect thereto.

5. Until altered, amended or repealed, as herein provided, the bylaws of Survivor, as in effect at the date of the execution of this Agreement, shall be the bylaws of the surviving corporation.


6. The officers and directors of the surviving corporation shall be the officers and directors of Survivor on the date this Agreement becomes effective.

7. The surviving corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

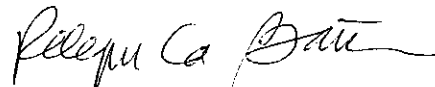
8. Upon the filing of the Articles of Merger and Duplicate Original of Articles of Merger in the office of the Secretary of State of the State of Rhode Island, the merger herein provided for shall be effective.

The parties hereto have executed this Agreement as of the date above first written.

DURAPOINT CORPORATION

By: 
Ralph G. Barton,
President

JEFFERSON PARK AVENUE CORPORATION

By: 
Ralph G. Barton,
President

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Durapoint Corporation	200	Common	200
Jefferson Park Avenue Corporation	200	Common	200

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Durapoint Corporation	200	0	Common	200	0
Jefferson Park Avenue Corporation	200	0	Common	200	0

FOURTH: Time merger to become effective (§ 7-1.1-69):

Upon filing these Articles of Merger with the Secretary of State

Dated August 9, 1988

Durapoint Corporation
 By Relepu C. Patu
 Its Relepu C. Patu President
 and Edwin S. Bates
 Its Edwin S. Bates Secretary
 Jefferson Park Avenue Corporation
 By Relepu C. Patu
 Its Relepu C. Patu President
 and Edwin S. Bates
 Its Edwin S. Bates Secretary

STATE OF RHODE ISLAND
COUNTY OF BRISTOL

} Sc.

At Bristol in said County on the 9th day of August 19 88, before me personally appeared Ralph B. Barton, who being by me first duly sworn, declared that he is the President of Durapoint Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

William L. Morgan
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF BRISTOL

} Sc.

At Bristol in said county on the 9th day of August 19 88, before me personally appeared Ralph B. Barton, who being by me first duly sworn, declared that he is the President of Jefferson Park Avenue Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

William L. Morgan
Notary Public

(NOTARIAL SEAL)

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