

Filing fee: \$20.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

THE COMPRESSOR CORPORATION OF AMERICA

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
The Compressor Corporation of America	Rhode Island
Scissors, Incorporated	South Carolina

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is The Compressor Corporation of America
and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

PLAN FOR MERGER OF SCISSORS, INCORPORATED
INTO THE COMPRESSOR CORPORATION OF AMERICA

1. Scissors, Incorporated, a South Carolina Corporation, having its principal place of business in the City and County of Greenville, State of South Carolina, with its registered office located at 25-B Augusta Street, Greenville, South Carolina, shall be merged into The Compressor Corporation of America, a Rhode Island Corporation, having its principal place of business in the City and County of Greenville, State of South Carolina, with its registered office at 3134 Post Road, Warwick, in the County of Kent, State of Rhode Island.

2. Incidental to and as an integral part of said merger, all assets and liabilities of Scissors, Incorporated, of every type, kind and nature, and wherever situate, shall become the assets and liabilities of The Compressor Corporation of America.

3. Upon completion of the merger of the two Corporations, The Compressor Corporation of America shall be the sole surviving Corporation and shall continue or discontinue all or such portion of the business operations of Scissors, Incorporated, as the Board of Directors of said surviving Corporation shall deem advisable and in its best interests.

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4. At the close of business April 1, 1970, Scissors, Incorporated had a negative net worth, its net liabilities exceeding its net assets, according to financial statements prepared as of that date. Scissors, Incorporated has 450 shares of stock outstanding, being owned as follows: The Compressor Corporation of America, 350 shares; E. Hays Reynolds, 50 shares; Ernest Blakely, Jr., 50 shares. The Compressor Corporation of America has 1100 shares outstanding, being owned 550 shares each by E. Hays Reynolds and Ernest Blakely, Jr. For purposes of the merger of the Corporation, the April 1, 1970 values of assets and liabilities shall be used. In consideration of the transfer of all assets and liabilities of Scissors, Incorporated to The Compressor Corporation of America, and surrender of all shares outstanding in that Corporation, E. Hays Reynolds and Ernest Blakely, Jr., shall each receive one additional share of the unissued common stock of The Compressor Corporation of America, having no par value. The shares so received shall have all rights and privileges attendant to ownership of such shares.

5. The effective date and time of the merger shall be at the close of business of both Corporations, April 1, 1970.

6. The Articles of Incorporation of The Compressor Corporation of America will not be affected by such merger.

FIFTH: As to each of the undersigned corporations, 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>
The Compressor Corporation of America	1100	Common Stock	1100
Scissors, Incorporated	450	Common Stock	450

SIXTH: 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>
The Compressor Corporation of America	1100	-0-	Common Stock	1100	-0-
Scissors, Incorporated	450	-0-	Common Stock	450	-0-

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated March 31, 19 70

The Compressor Corporation of America

By E. Hays Reynolds

Its President

and Ernest Blakely, Jr.

Its Secretary

Scissors, Incorporated

By E. Hays Reynolds

Its President

and Ernest Blakely, Jr.

Its Secretary

STATE OF South Carolina }
COUNTY OF Greenville } Sc.

At _____ in said County on the 31st day
of March, 19 70, before me personally appeared _____

E. Hays Reynolds and Ernest Blakely, Jr., who being by me first duly sworn, declared that ~~he~~ they
are ~~is~~ the President & Secretary, respectively of The Compressor Corporation of America
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

J. B. [Signature]
Notary Public

(NOTARIAL SEAL)

STATE OF South Carolina }
COUNTY OF Greenville } Sc.

At _____ in said County on the 31st day
of March, 19 70, before me personally appeared E. Hays

Reynolds and Ernest Blakely, Jr., who being by me first duly sworn, declared that ~~he~~ they
are ~~is~~ the President & Secretary, respectively of Scissors, Incorporated,
that ~~he~~ they signed the foregoing document as such President & Secretary of the
corporation, and that the statements therein contained are true.

J. B. [Signature]
Notary Public

(NOTARIAL SEAL)

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