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Filing fee: ~~$10.00~~

STATEMENT OF INTENT TO DISSOLVE

HARRY J. EY COMPANY

BY ACT OF THE CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-77 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of intent to dissolve the corporation by act of the corporation.

FIRST: The name of the corporation is Harry J. Ey Company

SECOND: The names and respective addresses of its officers are:

Name	Office	Address
Richard E. Neely	President	138 Cliff Drive, N. Attleborough, MA 02760
Eugene E. Wejman	Vice President	P.O. Box 158, Acton, MA 01720
Eugene E. Wejman	Secretary	- same -
Eugene E. Wejman	Treasurer	- same -
Robert B. Luick	Assistant Secretary	One Post Office Square, Boston, MA 02109
Frederick S. Armstrong	Assistant Secretary	- same -

THIRD: The names and respective addresses of its directors are:

Name	Address
Eugene E. Wejman	- same -
Robert B. Luick	- same -

FOURTH: The following resolution to dissolve the corporation was adopted by the shareholders of the corporation on December 20, 1990:

(Insert copy of Resolution)

See Exhibit A attached hereto and made a part hereof.

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FIFTH: The number of shares of the corporation outstanding at the time of such adoption was 27 ½; and the number of shares entitled to vote thereon was:

Class	Number of Shares
Common	22 ½

SIXTH: The number of shares voted for such resolution was 22 ½; and the number of shares voted against such resolution was none

SEVENTH: The number of shares of each class entitled to vote thereon as a class voted for and against such resolution, respectively, was:

Class	Number of Shares Voted For	Number of Shares Voted Against
Common	22 ½	-0-

EIGHTH: Date when Corporation is to cease to carry on its business (§7-1.1-79)
December 31, 1990

Dated January 15, 1991

By Eugene E. Wejman
Its Vice President

and [signature]
Its Asst Secretary

MASSACHUSETTS
STATE OF ~~RHODE ISLAND~~ } Sc.
COUNTY OF SUFFOLK

At Boston, Massachusetts in said County on the 15th day of January 1991, before me personally appeared Eugene E. Wejman, who being by me first duly sworn, declared that he is the Vice ~~President~~ of Harry J. Ey Company, that he signed the foregoing document as such VICE PRESIDENT ~~Secretary~~ of the corporation, and that the statements therein contained are true.

Julianne M. Ellis
Notary Public
Julianne M. Ellis
My commission expires: 12/11/92

(NOTARIAL SEAL)

EXHIBIT A

HARRY J. EY COMPANY

ACTION BY CONSENT OF SHAREHOLDER
IN LIEU OF A MEETING

December 20, 1990

The undersigned, being the sole holder of voting shares of Common Stock of the Harry J. Ey Company, a Rhode Island corporation (the "Company") pursuant to the provisions of Section 7-11.1-30-30.3 of the Rhode Island business Corporation Act, DOES HEREBY CONSENT to the following actions and adopts the following votes in lieu of a meeting of shareholders:

RESOLVED: That in the judgment of the sole voting shareholder of the Company it is advisable that the Company be liquidated and dissolved; and further

RESOLVED: That the Plan of Dissolution of the Company attached hereto as Exhibit "A" and ordered filed with the records of the Company, be and hereby is approved and adopted; and further

RESOLVED: That in accordance with said Plan of Dissolution the President of the Company, Richard M. Neely, and the Vice President and Treasurer of the Company, Eugene E. Wejman, and each of them, be and they hereby are, are hereby authorized and directed to file a Statement of Intent to Dissolve and Articles of Dissolution with the Secretary of State of Rhode Island pursuant to the laws of Rhode Island, such filing to be made as soon as practicable after the execution and delivery of said written agreement to dissolve; and further

RESOLVED: That President of the Company, Richard M. Neely, and the Vice President and Treasurer of the Company, Eugene E. Wejman, and each of them, be and they hereby are, authorized and directed to transfer the assets of the Company consisting of $146,686 in cash and certain other miscellaneous assets to the holders of shares of Common Stock and Class B Common Stock of the Company (the "Shareholders") and to execute instruments transferring such assets of the Company to the Shareholders; and further

RESOLVED: That the President of the Company, Richard M. Neely, and the Vice President and Treasurer of the Company, Eugene E. Wejman, and each of them, be and they hereby are, authorized and directed to file with the Secretary of State of Rhode Island, the Secretary of State of Massachusetts or any other authority of any state any such additional documents as may be required by law, and to take any further action which may be necessary to effect the complete liquidation and final dissolution of this Company; and further

RESOLVED: That the President of the Company, Richard M. Neely, and the Vice President and Treasurer of the Company, Eugene E. Wejman, and each of them, be and they hereby are, authorized and directed to execute and deliver or cause to be executed and delivered, in the name and on behalf of the Company, and under this corporate seal, attested by its Secretary or an Assistant Secretary, if so desired, such documents, instruments, certificates, statements and papers, and to take or cause to be taken all other actions, deemed by them to be necessary or advisable in connection with the transaction contemplated by the intent and purpose of these resolutions, the execution and delivery of each of such documents, instruments, certificates, statements and papers and the taking of actions in each case to be conclusive evidence that such action is within the authority conferred by these resolutions.

IN WITNESS WHEREOF, this consent has been executed and filed with the records of the Company and shall be treated for all purposes as resolutions taken as a meeting as of the date set forth above.

Eugene E. Wejman

Eugene E. Wejman

EXHIBIT A

PLAN OF DISSOLUTION

OF

HARRY J. EY COMPANY

THIS AGREEMENT, dated as of the 20th day of December, 1990, by and between Harry J. Ey Company, a Rhode Island corporation (the "Company"), Eugene E. Wejman ("Wejman") and Richard M. Neely ("Neely") (Neely and Wejman are sometimes referred to herein as the "Shareholders") constitutes the Plan for the complete dissolution and liquidation of the Company.

WHEREAS, Wejman, as sole voting shareholder has determined that the Company can no longer continue to do business and must be liquidated and dissolved; and

WHEREAS, the Company desires to transfer all of its assets to the Shareholders.

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereto do hereby agree as follows:

1. The Company is to be dissolved under the laws of the State of Rhode Island.

2. The Company shall distribute all of its assets to the Shareholders in proportion to the number of shares owned by each shareholder. These assets consist of $146,686 in cash and

miscellaneous other assets. Subject to paragraph 4 hereof, such distribution may be made at any time or from time to time, as determined by the Shareholders, and the Shareholders shall have the authority to make distributions in kind or to sell, exchange or otherwise dispose of any of the assets of the Company and to distribute the proceeds thereof.

3. As of the close of business on December 31, 1990, the Company shall cease to do business except that, for the purpose of winding up and adjusting its affairs to facilitate its complete liquidation pursuant to this Plan, the Company shall conduct such activities as its Board of Directors or Wejman shall deem appropriate until the final distribution of assets in complete liquidation.

4. The distribution of all of the Company's assets to the Shareholders and the other actions contemplated hereby shall be consummated and completed by December 31, 1990 or such later date as the Board of Directors of the Company may approve.

5. This Plan of Dissolution shall become effective upon its adoption by the Company and the Shareholders.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

HARRY J. EY. COMPANY

By: ______________________________
Richard E. Neely, President

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Richard E. Neely

____
Eugene E. Weyman

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