

Filing Fee: See Page 4

ID Number: 91201



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

**ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)**

(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 Rhode Island General Laws, 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 states under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
<u>DELLA VALLE, INC.</u>	<u>Business corporation</u>	<u>RI</u>
<u>ABRUZZO, INC. 85562</u>	<u>Business corporation</u>	<u>RI</u>

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 DELLA VALLE, INC. 91201
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:
N/A

f. If the surviving or new entity is to be governed by the laws of a state other than 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) _____

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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

DEC 11 3 02 PM '02

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

FILED

DEC 11 2002

By CE #03 297041

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Della Valle, Inc.	100		
Abruzzo, Inc.	100		

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</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>
Della Valle, Inc.	100	0			
Abruzzo, Inc.	100	0			

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is _____
- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....

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.

.....

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.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

DELLA VALLE, INC.

By: Walter Potenza Print Entity Name
 Name of person signing Walter Potenza President
 Title of person signing
 By: Carmella Natale
 Name of person signing Carmella Natale Secretary
 Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 11 day of December, 2002, before me personally appeared Walter Potenza who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Wayne M. K...
 Notary Public
 My Commission Expires: 6/21/2005

ABURZZO, INC.

By: Walter Potenza Print Entity Name
 Name of person signing Walter Potenza President
 Title of person signing
 By: Walter Potenza
 Name of person signing Walter Potenza Secretary
 Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 11 day of December, 2002, before me personally appeared Walter Potenza who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Wayne M. K...
 Notary Public
 My Commission Expires: 6/21/2005



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 9, 2002

TO WHOM IT MAY CONCERN:

Re: **ABRUZZO, 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,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

PLAN OF MERGER OF DOMESTIC CORPORATIONS
(Pursuant to R.I. Gen. Laws §7-1.1-65)

Pursuant to R.I. Gen. Laws §7-1.1-65, the following Plan of Merger is adopted for the purpose of merging ABRUZZO, INC., a Rhode Island corporation, into DELLA VALLE, INC., a Rhode Island corporation, as the surviving corporation.

A. The Merging Corporations. The names of the corporations being merged and the date of incorporation of each corporation to be merged are as follows:

1. DELLA VALLE, INC., a Rhode Island corporation, was incorporated on September 5, 1996 (hereinafter, the “surviving corporation”).
2. ABRUZZO, INC., a Rhode Island corporation, was incorporated on August 7, 1995 (hereinafter, the “merging corporation”).

B. Terms of the Merger. The terms of the proposed merger are as follows:

1. Assets. The surviving corporation shall become the owner of all of the assets of the merging corporation.
2. Liabilities. The surviving corporation shall be responsible for all of the liabilities of the merging corporation.
3. Inter-company Accounts. All accounts, if any, between the merging corporation and the surviving corporation will be cancelled as of the date of the merger.
4. Surviving Corporation. DELLA VALLE, INC. will be the surviving corporation. As of the date of the merger, ABRUZZO, INC. will cease to exist.
5. Name. The name of the surviving corporation will remain: DELLA VALLE, INC.
6. Officers. The initial officers of the surviving corporation after such merger will be:

Walter Potenza
Walter Potenza
Carmela Natale

President
Vice President
Secretary

7. Directors. DELLA VALLE, INC. will continue as a close corporation after the merger and there will be no board of directors after the merger. ABRUZZO, INC. is a close corporation and has had no directors through the date of the merger.
8. By-laws. The By-laws of ABRUZZO, INC., as amended through the date of merger, shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted in accordance with the provisions thereof.
9. Prior Obligations of the Merging Corporation. DELLA VALLE, INC. agrees that it may be sued in the State of Rhode Island for any prior obligations of ABRUZZO, INC. so long as any liability remains outstanding against either the merging corporation or the surviving corporation in the State of Rhode Island pursuant to Rhode Island law.
10. Principal Offices and Agent for Service of Process. The principal offices of the surviving corporation will be the offices of DELLA VALLE, INC., at 286 Atwells Avenue, Providence, Rhode Island 02903. The present agent for service of process for DELLA VALLE, INC., Carmela Natale, 286 Atwells Avenue, Providence, Rhode Island 02903, will continue as the agent for service of process of the surviving corporation.

C. Conversion of Shares.

1. Capital Stock of the Merging Corporation Prior to Merger. The capital stock of the merging corporation prior to merger is as follows:

<u>Authorized Common</u>	<u>Issued</u>
5,000 shs.	100 shs.

2. Capital Stock of the Surviving Corporation Prior to Merger. The capital stock of the surviving corporation prior to merger is as follows:

<u>Authorized Common</u>	<u>Issued</u>
5,000 shs.	100 shs.

3. Conversion of Capital Stock Upon Merger. Upon effective date of the merger, all outstanding certificates evidencing stock ownership in ABRUZZO, INC. will become null and void and shall be surrendered to the surviving corporation for cancellation. As the stock ownership of the merging corporation and the surviving corporation are identical, DELLA VALLE, INC., the surviving corporation, shall issue no new stock in exchange for ABRUZZO, INC. stock on the effective date of the merger.

4. Capital Stock of the Surviving Corporation Upon Merger.

Authorized Common

5,000 shs.

Issued

100 shs.

D. Articles of Incorporation. The Articles of Incorporation of DELLA VALLE, INC. will be the Articles of Incorporation of the surviving corporation after the effective date of the merger and the Articles of DELLA VALLE, INC. are hereby restated, ratified and approved as the Articles of Incorporation for the surviving corporation.

E. Effective Date of Merger. The effective date of this merger will be upon filing of the Articles of Merger with the Rhode Island Secretary of State.