

13764

Filing fee: \$20.00

ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

.....  
Criterion Metals, Inc.  
.....

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>
13764 Criterion Metals, Inc.	Rhode Island
13764 VDN America, Inc.	Rhode Island
13764 Criterion Metals Processing, Inc.	Massachusetts

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

THIRD: The name of the surviving corporation is ..... Criterion Metals, Inc. ....

.....  
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)

See Exhibit A attached hereto.

Rec'd & Filed DEC 26 1991

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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>
Criterion Metals, Inc.	100	not applicable	
VDN America, Inc.	1000		
Criterion Metals Processing, Inc.	100		

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>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Criterion Metals, Inc.	100	0			
VDN America, Inc.	1000	0	not applicable		
Criterion Metals Processing, Inc.	100	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 December 20, 19 91

Criterion Metals, Inc.

By [Signature]

Its  President

and [Signature]

Its  Secretary

VDN America, Inc.

By [Signature]

Exec. Its Vice President

and [Signature]

Its Asst. Secretary

Criterion Metals Processing, Inc.

By [Signature]

Title President

STATE OF RHODE ISLAND

COUNTY OF

At Cranston, R.I.

in said County on the 20th day of December 19 91, before me personally appeared

Peter J. Bruno, who being by me first duly sworn, declared that he

is the President of Criterion Metals, Inc.,

that he signed the foregoing document as such President of the

corporation, and that the statements therein contained are true.

X [Signature]  
Notary Public

(NOTARIAL SEAL)

STATE OF Rhode Island

COUNTY OF

At Cranston, R.I.

in said County on the 20th day of December 19 91, before me personally appeared

Peter J. Bruno, who being by me first duly sworn, declared that he

is the Executive Vice President of VDN America, Inc.,

that he signed the foregoing document as such Executive Vice President of the

corporation, and that the statements therein contained are true.

X [Signature]  
Notary Public

(NOTARIAL SEAL)

RECEIVED  
SECRETARY OF STATE

Dec 26 9 54 AM '91



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 16th day of December, 1991, by and among Criterion Metals Processing, Inc., a Massachusetts corporation ("Criterion (MA)"), VDN America, Inc., a Rhode Island corporation ("VDN") and Criterion Metals, Inc., a Rhode Island corporation ("Criterion (RI)").

WHEREAS, each of Criterion (MA) and Criterion (RI) are wholly-owned subsidiaries of VDN;

WHEREAS, each of the parties hereto deems it advisable and generally to the welfare of said corporations and their respective shareholders that Criterion (MA) and VDN merge into Criterion (RI);

WHEREAS, Criterion (MA) has an authorized capital of 600 shares of common stock, without par value, of which 100 shares are now issued and outstanding;

WHEREAS, VDN has an authorized capital of 5,000 shares of common stock, \$1,000 par value, of which 1,000 shares are now issued and outstanding;

WHEREAS, Criterion (RI) has an authorized capital of 8,000 shares of common stock, \$1.00 par value, of which 100 shares are now issued and outstanding;

WHEREAS, the registered office of VDN in the State of Rhode Island is located at 189 Canal Street, Providence, Rhode Island 02903;

WHEREAS, the registered office of Criterion (RI) in the State of Rhode Island is located at 1500 Fleet Center, Providence, Rhode Island 02903;

WHEREAS, the registered office of Criterion (MA) in the Commonwealth of Massachusetts is c/o CT Corporation System, 2 Oliver Street, Boston, MA 02109; and

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

1. That Criterion (MA) and VDN shall be merged into Criterion Metals, Inc., a Rhode Island corporation (the "Surviving Corporation") pursuant to Section 7-1.1-70 of the

Rhode Island General Laws and Section 79 of Chapter 156B of the Massachusetts General Laws and pursuant to the reorganization provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, respectively.

2. That Criterion Metals, Inc., a Rhode Island corporation shall be the Surviving Corporation, which shall be governed by the laws of the State of Rhode Island.

3. The Articles of Incorporation of Criterion Metals, Inc., as in effect on the effective date of the aforementioned merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that:

(i) Articles Fourth thereof shall be amended in its entirety to read: "The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of common stock, \$1,000.00 par value each."

4. The manner of converting the outstanding common shares of the capital stock of Criterion (MA) and VDN into the shares of the Surviving Corporation shall be as follows:

(i) each share of Criterion (MA)'s common stock shall be converted into zero (0) shares of the Surviving Corporation's common stock, \$1,000.00 par value; and

(ii) each share of VDN's common stock shall be converted into one (1) share of the Surviving Corporation's common stock, \$1,000.00 par value.

5. Until altered, amended or repealed, the Bylaws of Criterion Metals, Inc., a Rhode Island corporation, as in effect on the effective date of the aforementioned merger, shall be the Bylaws of the Surviving Corporation.

6. The officers and directors of the Surviving Corporation, as of the effective date of the aforementioned merger shall be as follows:

Directors

Heinz Brandt  
Peter J. Bruno  
Wilhelm Guthofer

Officers

Heinz Brandt - Chairman  
Peter J. Bruno - President  
James Noonan - Executive Vice President, Secretary and  
Treasurer

7. The Surviving Corporation shall pay all of the expenses incurred by the parties hereto for the purpose of consummating the transactions contemplated hereby.

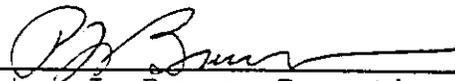
8. The aforementioned merger shall be effective as of December 31, 1991 and upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

Criterion Metals Processing, Inc.,  
a Massachusetts corporation

By   
Peter J. Bruno, President

VDN America, Inc., a Rhode Island  
corporation

By   
Peter J. Bruno, Executive Vice  
President

Criterion Metals, Inc., a  
Rhode Island corporation

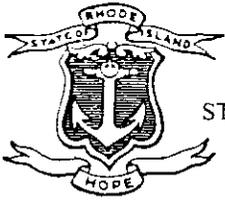
By   
Peter J. Bruno, President

STATE OF RHODE ISLAND )  
 ) Sc.  
COUNTY OF )

At Cranston, R.I. in said County on the 20<sup>th</sup> day of  
December, 1991, before me personally appeared Peter J. Bruno,  
who being by me first duly sworn, declared that he is the President,  
of Criterion Metals Processing, Inc., that he signed the foregoing document  
as such President of the corporation, and that the statements therein  
contained are true.

Susan DiLillo  
Notary Public

(NOTARIAL SEAL)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

December 23, 1991

TO WHOM IT MAY CONCERN:

Re: VDN AMERICA, INC.

It appears from our records that the abovenamed corporation has filed all of 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 abovenamed corporation for the purpose of :

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark  
Tax Administrator

Ernest A. DeAngelis  
Chief Revenue Agent  
Corporations