

Filing Fee: \$100.00
~~\$50.00~~

✓ 21518

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

ROLLINGWOOD ACRES, INC.

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 incorporated by
reference herein.

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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
ROLLINGWOOD ACRES, INC.	100	Common	100
J.P.D. INC.	100	Common	100

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:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
ROLLINGWOOD ACRES, INC.	100	0	Common	100	0
J.P.D. INC.	100	0	Common	100	0

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

Upon filing of the Articles of Merger

Dated November 30, 1990

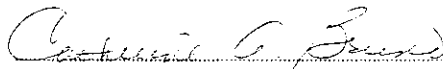
ROLLINGWOOD ACRES, INC.
 By John P. Despres
 John P. Despres
 Its President
 and Carl B. Lisa
 Carl B. Lisa
 Its Secretary
 J.P.D. INC.
 By John P. Despres
 John P. Despres
 Its President
 and John P. Despres
 John P. Despres
 Its Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence

} Sc.

At Providence in said County on the 20 day of November 19 90, before me personally appeared

John P. Despres and Carl B. Lisa, who being by me first duly sworn, declared that they are the President and Secretary of ROLLINGWOOD ACRES, INC., that he signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.


Notary Public

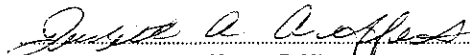
(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF Sarasota Providence

} Sc.

At Providence Sarasota in said county on the 21 day of November 19 90, before me personally appeared

John P. Despres, who being by me first duly sworn, declared that he is the President and Secretary of J.P.D. INC., that he signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.


Notary Public

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: OCT. 2, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
COMMUNIST DIV.

Dec 24 10 40 AM '90

25/63/

Record & Filed DEC 24 1990

PLAN OF MERGER

A special joint meeting of the Board of Directors of J.P.D. INC., a Rhode Island corporation and ROLLINGWOOD ACRES, INC., a Rhode Island corporation was held on the 30th day of November, 1990 at 9:00 a.m.

All of the Directors were present.

Upon motion duly made and seconded, it was

RESOLVED:

1. That J.P.D. INC., a Rhode Island corporation shall be merged into ROLLINGWOOD ACRES, INC., a Rhode Island corporation. ROLLINGWOOD ACRES, INC., shall be designated as the surviving corporation.

2. The terms and conditions of the proposed merger shall be an equal exchange of the one hundred (100) shares of no par value common stock of J.P.D. INC. for one hundred (100) shares of ROLLINGWOOD ACRES, INC.

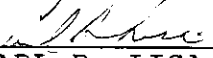
3. The basis of converting the shares of each corporation shall be an equal exchange of one share of the merging corporation for one share of the surviving corporation. There is no other cash or property to be transferred.

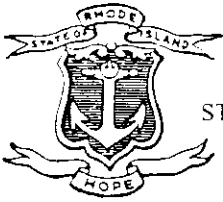
4. The Articles of Incorporation of ROLLINGWOOD ACRES, INC., the surviving corporation, shall be the Articles of Incorporation of ROLLINGWOOD ACRES, INC.

J.P.D. INC.
BY: 
JOHN P. DESPRES, DIRECTOR

ROLLINGWOOD ACRES, INC.
BY: 
JOHN P. DESPRES, DIRECTOR

BY: 
JACKSON P. DESPRES, DIRECTOR

BY: 
CARL B. LISA, DIRECTOR



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 19, 1990

TO WHOM IT MAY CONCERN:

Re: J.P.D. INC.

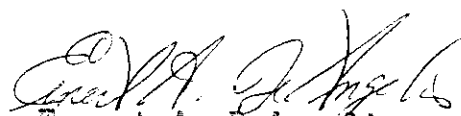
It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation 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