

Filing Fee: See Instructions

ID Number: 41304



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO
ENVIRONMENTAL CONTROL SYSTEMS, INC.

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

Name of entity	Type of entity	State under which entity is organized
Enviornmental Control Systems, Inc.	Business Corporation	Rhode Island
ENVIRO-PURE, INC. 82639	Business Corporation	Rhode Island

- 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 Enviornmental Control Systems, Inc. 41304
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 the State of 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: (i) 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; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) 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. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing March 23, 2007

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 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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By [Signature] 20835

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

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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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.

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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.

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

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Enviornmental Control Systems, Inc.

Print Entity Name

By: [Signature] **President/Shareholder**
Name of person signing Title of person signing

By: [Signature] **Vice President/Shareholder**
Name of person signing Title of person signing

ENVIRO-PURE, INC.

Print Entity Name

By: [Signature] **President/Shareholder**
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

PLAN OF MERGER OF DOMESTIC CORPORATIONS
(Pursuant to R.I. Gen. Laws §7-1.2-1001)

Pursuant to R.I. Gen. Laws §7-1.2-1001, the following Plan of Merger is adopted for the purpose of merging ENVIRO-PURE INC., a Rhode Island corporation, into Environmental Control Systems, 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. Environmental Control Systems, Inc., a Rhode Island corporation, was incorporated on December 24, 1986 (hereinafter, the "surviving corporation").
2. ENVIRO-PURE INC., a Rhode Island corporation, was incorporated on January 13, 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 between the merging corporation and the surviving corporation will be cancelled as of the date of the merger.
4. Surviving Corporation. Environmental Control Systems, Inc. will be the surviving corporation. As of the date of the merger, ENVIRO-PURE INC. will cease to exist.
5. Name. The name of the surviving corporation will remain: Environmental Control Systems, Inc.
6. Officers. The initial officers of the surviving corporation after such merger will be:

Nicholas Paolo, Jr.
James E. Thibault, Jr.
Jan D. Thibault
James E. Thibault, Jr.

President
Vice President
Secretary
Treasurer

7. Directors. Environmental Control Systems, Inc. will continue as a close corporation after the merger and there will be no board of directors after the merger.
8. By-laws. The By-laws of Environmental Control Systems, Inc., as amended through the date of merger, shall be the By-laws of the surviving corporation until such time as 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. The surviving corporation agrees that it may be sued in the State of Rhode Island for any prior obligations of the merging corporation so long as any liability remains outstanding against either the merging corporation or the surviving corporation as a result of said merger, 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 continue to be the offices of the surviving corporation at 25 Thurber Boulevard, Smithfield, Rhode Island 02917. The agent for service of process for the surviving corporation as of the date of the merger, James E. Thibault, 25 Thurber Boulevard, Smithfield, Rhode Island 02917, will continue as the agent for service of process of the surviving corporation after the merger.

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>
500 no par value	100

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>
8,000 \$1.00 par value	100

3. Conversion of Capital Stock Upon Merger. Upon effective date of the merger, all outstanding certificates evidencing stock ownership in ENVIRO-PURE INC. will become null and void and shall be surrendered to the surviving corporation for cancellation. Upon effective date of the merger, all outstanding certificates evidencing stock ownership in Environmental Control Systems, Inc. will become null and void and shall be surrendered to the surviving corporation for cancellation. On the

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effective date of the merger, the authorized common stock of Environmental Control Systems, Inc., shall remain five hundred (8,000) shares of \$1.00 par value common, and one hundred (300) shares of said stock shall be issued by the surviving corporation as follows:

James E. Thibault, Jr.	90 shares
Nicholas Paolo, Jr.	10 shares

4. Capital Stock of the Surviving Corporation Upon Merger.


<u>Authorized Common</u>	<u>Issued</u>
8,000 \$1.00 par value	100

D. Articles of Incorporation. The Articles of Incorporation of Environmental Control Systems, Inc. will be the Articles of Incorporation of the surviving corporation after the effective date of the merger and the Articles of Environmental Control Systems, Inc. are hereby restated, ratified and approved as the Articles of Incorporation for the surviving corporation.


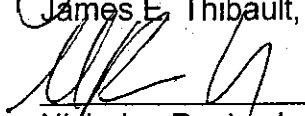
E. Effective Date of Merger. The effective date of this merger will be upon filing of the Articles of Merger with the Rhode Island Secretary of State.

The undersigned, as all of the shareholders of ENVIRO-PURE, INC. and all of the shareholders of Environmental Control Systems, Inc. do adopt, by their unanimous written consent, this Plan of Merger on this 22nd day of March, 2007, and do waive any and all notice of the intended merger of and said corporations or of any meeting to approve said merger. A photocopy of this document, duly executed by all of the shareholders of said corporations and shall become a part of the corporate records of each of said corporations.

ENVIRO-PURE, INC.


James E. Thibault, Jr.

Environmental Control Systems, Inc.,


James E. Thibault, Jr.

Nicholas Paolo, Jr.

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

March 7, 2007

TO WHOM IT MAY CONCERN:

Re ENVIRO-PURE, 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,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Principal Revenue Agent
Corporations