



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)

Worker's Mania, 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 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>Worker's Mania, Inc.</u>	<u>Profit Corporation</u>	<u>RI</u>
<u>32292 Amen Soldering, CO.</u>	<u>Profit 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 Workers Mania, Inc.
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:

- 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:

- 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) December 31, 2002

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

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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>
<u>Workers Mania, Inc.</u>	<u>4000</u>	<u>Common</u>	<u>4000</u>
<u>Amen Soldering Co.</u>	<u>800</u>	<u>Common</u>	<u>800</u>
_____	_____	_____	_____
_____	_____	_____	_____

- 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>
<u>Workers Mania, Inc.</u>	<u>4000</u>	<u>0</u>	<u>Common</u>	<u>4000</u>	<u>0</u>
<u>Amen Soldering Co.</u>	<u>800</u>	<u>0</u>	<u>Common</u>	<u>800</u>	<u>0</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

- 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 _____

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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.

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

Workers Mania, Inc.

Print Entity Name

By: Rocco Mariano President
Name of person signing Title of person signing
By: Rocco Mariano Secretary
Name of person signing Title of person signing

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 31st day of December, 2001, before me personally appeared Rocco Mariano who, being duly sworn, declared that he/she is the _____ 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.

Notary Public

My Commission Expires: 8/8/05

Amen Soldering Co.

Print Entity Name

By: Maria Mariano President
Name of person signing Title of person signing
By: Maria Mariano Secretary
Name of person signing Title of person signing

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 31st day of December, 2001, before me personally appeared Maria Mariano who, being duly sworn, declared that he/she is the _____ 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.

Notary Public

My Commission Expires: 8/8/05

PLAN OF MERGER
OF
AMEN SOLDERING, INC.
INTO
WORKER'S MANIA, INC.

This Plan of Merger underlying the Articles of Merger (the "Articles") dated December, 31 2002 is entered into by and between Amen Soldering, Inc. ("Amen") and Worker's Mania, Inc. ("Mania") both corporations organized under the laws of the State of Rhode Island.

WHEREAS, AMEN has authorized capital stock consisting of eight hundred (800) shares of common stock with no par value (the "AMEN Stock"), of which on the date hereof one hundred (100) shares are issued and outstanding;

WHEREAS, MANIA has authorized capital stock consisting of four thousand (4000) shares of common stock with a no par value (the "MANIA Stock") , of which as of the date hereof four hundred (400) shares are issued and outstanding;

WHEREAS, Rocco Mariano, has been gifted all of the outstanding shares of stock of AMEN and is also the sole shareholder of all outstanding shares of stock of MANIA.;

WHEREAS, the stockholders of both AMEN and MANIA deem it advisable for the welfare and best interest of said corporations and for the best interest of the respective shareholders of said corporations that AMEN be merged with and into

MANIA (the "Merger") in accordance with the provisions of the General Laws of the State of Rhode Island; and

WHEREAS, AMEN and MANIA desire to effectuate the change of organization in accordance with the provisions in 368 (a) (1) (A) of the Internal Revenue Code of 1985 pursuant to a statutory merger.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, AMEN and MANIA hereby agree that on the terms and subject to the conditions specified in the following Plan of Merger (the "Plan"), CHIAC and MANIA shall be merged into MANIA with MANIA being the surviving corporation.

Pursuant to the provisions of 7-1.1-65 of the Rhode Island General Laws, the undersigned corporations adopt the Plan for the purpose of merging AMEN into MANIA as the surviving corporation, which will be known and do business in accordance with the terms hereof.

ARTICLE I

The Plan was approved by the stockholders of MANIA as the surviving corporation and by the stockholders of AMEN in the manner prescribed by the General Laws of the State of Rhode Island.

1. Surviving Corporation AMEN shall be merged into MANIA and MANIA shall be the surviving corporation.

2. Effective Date The Merger shall become effective December 31, 2001. The parties shall file the original and duplicate original Articles of Merger with the Secretary of State of the State of Rhode Island together with any other documents required by the General Laws of the State of Rhode Island, pursuant to 7-1.1-68 of the General Laws of the State of Rhode Island.

3. Terms and Conditions of Merger.

(a) At the effective time of the Merger, the separate existence of AMEN shall cease, and MANIA shall succeed to all of the property, rights, and other assets subject to all of the obligations and liabilities of AMEN in the manner set forth in 7-1.1-69 of the General Laws of the State of Rhode Island, without further action by either corporation.

(b) At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Rhode Island, the Plan may be abandoned by a vote of the shareholders of either of the merging corporations.

4. Conversion of Shares.

(a) Each share of AMEN, which is issued and outstanding immediately prior to the effective time shall be converted into one (1) share of MANIA stock; and

(b) At and after the effective time of the Merger, all of the outstanding certificates which immediately prior to the effective time evidenced shares of MANIA Stock shall be deemed for all purposes to evidence ownership of and to represent MANIA as the surviving corporation.

5. Status of Surviving Corporation. MANIA shall be the surviving corporation in the Merger and it shall continue its existence under the Laws of the State of Rhode Island. The Articles of Incorporation of MANIA, as in effect immediately prior to the effective time, shall be the Articles of Incorporation of MANIA without change or amendment to the Articles of Incorporation of MANIA except as set forth in Article II hereof; and the bylaws of MANIA, as in effect immediately prior to the effective time, shall be the bylaws of MANIA, without change or amendment until thereafter amended. After the merger, the officers of MANIA shall serve until their successors have been duly elected and qualified in accordance with the laws of the State of Rhode Island and the By-laws and Articles of Incorporation of MANIA.

6. Further Assurances. From time to time, and as and when required by AMEN, or by its successors or assigns, there shall be executed and delivered on behalf of AMEN such deeds, bills of sale, assignments, or other instruments and there shall be taken or cause to be taken by them all such further and other actions as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in MANIA the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises, and authorities of AMEN and otherwise to carry out the purposes of the Plan;

and the officers of MANIA are fully authorized, in the name and on behalf of AMEN, to take any and all such actions and to execute and deliver any and all such deeds and instruments.

ARTICLE II

1. Corporate Purposes. The Plan shall in no way affect or limit the purposes for which MANIA is organized.

IN WITNESS WHEREOF, AMEN and MANIA have caused the Plan to be executed by their respective duly authorized officers as of the date first above written.

Amen Soldering, Inc.

By: Mania Mariano
President

Worker's Mania, Inc.

By: Dono Mariano
President

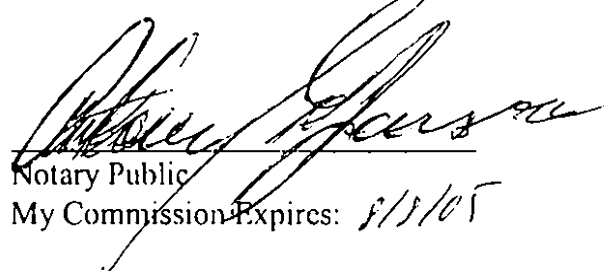
STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE on the 31st day of December, 2004, before me personally appeared Mania Mariano in his capacity as Amen Soldering, Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him executed to his free act and deed and the free act and deed of Amen Soldering, Inc.

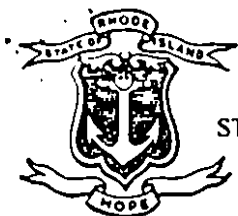
Anthony J. Ciancone
Notary Public
My Commission Expires: 8/8/05

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE on the 31st day of December, 2002, before me personally appeared Rocco Manano in his capacity as President of Worker's Mania, Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him executed to his free act and deed and the true act and deed of Worker's Mania, Inc..


Notary Public

My Commission Expires: 8/15/05



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

November 25, 2002

TO WHOM IT MAY CONCERN:

Re: AMEN SOLDERING CO.

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