

Filing fee: \$50.00

12488

**ARTICLES OF MERGER (SUBSIDIARY)  
OF DOMESTIC AND FOREIGN CORPORATIONS**

**INTO**

.....  
TEXTRON INC.  
.....

Pursuant to the provisions of Sections 7-1.1-68.1 and 7-1.1-70 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation(s) into itself:

FIRST: The names of the merging corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
ELEVEN DORRANCE INC.	Rhode Island
TEXTRON INC.	Delaware

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75005 ↓ INTO

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

THIRD: The name of the surviving corporation is ~~TEXTRON INC.~~.....

.....  
and it is to be governed by the laws of the State of Delaware.....

FOURTH: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1 and as required by the applicable laws of the State under which it is organized:

(Insert Plan of Merger)

See attached Agreement and Plan of Merger

FIFTH: As to the subsidiary corporation(s), the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

Number of shares outstanding	Number of shares owned by surviving corporation	Designation of class	Number of shares	Number of shares owned by surviving corporation
1,000	1,000	Common	1,000	1,000

SIXTH: A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation(s) on Not applicable

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 above listed domestic corporation(s) and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic corporation(s) 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(s) 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.

EIGHTH: Time merger is to become effective (§7-1.1-69): June 29, 1991

Dated June 17, 1991

TEXTRON INC.  
 (Exact Corporate Name)  
 By [Signature]  
 (Its Vice President)  
 and [Signature]  
 (Its Asst. Secretary)

STATE OF RHODE ISLAND } Sc.  
 COUNTY OF PROVIDENCE }

At Providence, RI in said county on the 17th day of June 1991, before me personally appeared A. M. Friedman, who being by me first duly sworn, declared that he is the Vice President of Textron Inc., that he signed the foregoing document as such Vice President of the corporation, and that the statements therein are true.

[Signature]  
 (Notary Public)

My Commission Expires June 30, 1992

REC'D & FILED JUN 27 1991  
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RECEIVED  
 SECRETARY OF STATE

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of May 22, 1991, is by and between ELEVEN DORRANCE INC., a Rhode Island corporation, and TEXTRON INC., a Delaware corporation. In consideration of the mutual agreements hereinafter set forth, the parties hereto agree to the following plan of merger:

FIRST: The name of the merging subsidiary corporation is ELEVEN DORRANCE INC. The Articles of Association of ELEVEN DORRANCE INC. were filed with the Secretary of State of Rhode Island on July 26, 1976.

SECOND: The name of the surviving corporation is TEXTRON INC. The Certificate of Incorporation of TEXTRON INC. was filed with the Secretary of State of Delaware on July 31, 1967.

THIRD: TEXTRON INC. owns all of the presently issued and outstanding shares of common stock of ELEVEN DORRANCE INC.

FOURTH: As soon, as practicable after the approval of the merger and adoption of the Plan of Merger by the Board of Directors of Textron Inc., a Certificate of Ownership and Merger shall be executed and filed with the Secretary of State of Delaware in accordance with Section 253 of the Delaware General Corporation Law and Articles of Merger shall be executed in duplicate and filed with the Secretary of State of Rhode Island in accordance with Section 7-1.1-68.1 of the Rhode Island Business Corporation Act.

FIFTH: The merger shall be deemed effective as of the close of business on June 29, 1991 (the "Effective Date"). On the Effective Date, ELEVEN DORRANCE INC. shall have merged into TEXTRON INC. and the separate corporate existence of ELEVEN DORRANCE INC. shall cease. On the Effective Date, TEXTRON INC. shall have succeeded to all of the rights, privileges and powers, and shall be subject to all of the obligations, of ELEVEN DORRANCE INC. existing on the Effective Date.

SIXTH: Upon the Effective Date, all of the outstanding shares of common stock of ELEVEN DORRANCE INC. shall be cancelled, all rights therein shall cease, and no shares of TEXTRON INC. shall be issued in exchange therefor.

SEVENTH: The Certificate of Incorporation and the By-Laws of TEXTRON INC. as in effect immediately prior to

the Effective Date shall continue in full force and effect as the Certificate of Incorporation and the By-Laws of the surviving corporation.

EIGHTH: The directors and officers of TEXTRON INC. shall be the directors and officers of the surviving corporation to serve, pursuant to the By-Laws, until the election and qualification of their respective successors.

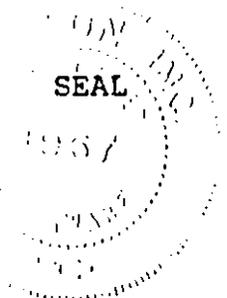
NINTH: The officers of each corporation party to the merger are authorized and directed to execute all documents and take all such other action as they may deem necessary or advisable to carry out this plan of merger and effect the merger of ELEVEN DORRANCE INC. into TEXTRON INC.

Dated as of the 22nd day of May, 1991.



ELEVEN DORRANCE INC.

By: AM Fried



TEXTRON INC.

By: AM Fried



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

June 27, 1991

TO WHOM IT MAY CONCERN:

Re: ELEVEN DORRANCE INC.

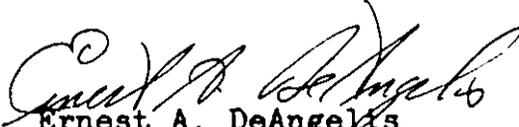
It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation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

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of :

MERGER - CORPORATION IS A NON-SURVIVOR

Very truly yours,

  
R. Gary Clark  
Tax Administrator

  
Ernest A. DeAngelis  
Chief Revenue Agent  
Corporations