



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
SECRETARY OF STATE
CORP. DIVISION
MAR 6 1 29 PM '03

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Jarvis Trans., 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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include ADSNE Delivery Systems of New England, Inc. (Corporation, MA) and Jarvis Trans. Inc. (Corporation, RI).

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 Jarvis Trans. 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: N/A

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: N/A

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) upon filing.

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.

MAR 06 2003
By AMF
314/620

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>
Jarvis Trans. Inc.	3		
ADSNE Delivery Systems of New England, Inc.	1,000		

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>
Jarvis Trans. Inc.	3	0			
ADSNE Delivery Systems of New England, Inc.	1,000	0			

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 ADSNE Delivery Systems of New England, Inc.

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>
1,000		1,000	

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on February 28, 2003

.....

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.

.....

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

Jarvis Trans. Inc. Print Entity Name

By: [Signature] President Title of person signing
Name of person signing Peter E. Lawless

By: [Signature] Clerk Title of person signing
Name of person signing Peter E. Lawless

STATE OF MA
COUNTY OF Suffolk

In Boston, MA on this 28 day of February, 2003, before me personally appeared Peter E. Lawless who, being duly sworn, declared that he/she is the President 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.

[Signature] Notary Public
My Commission Expires: 10-10-08

ADSNE Delivery Systems of New England, Inc. Print Entity Name

By: [Signature] President Title of person signing
Name of person signing Richard G. Lawless

By: [Signature] Clerk Title of person signing
Name of person signing Peter E. Lawless

STATE OF MA
COUNTY OF Suffolk

In Boston, MA on this 28 day of February, 2003, before me personally appeared Peter E. Lawless who, being duly sworn, declared that he/she is the authorized agent, and that the statements herein contained are true.

[Signature] Notary Public
My Commission Expires: 10-10-08

Agreement of Merger

Plan and agreement of merger (hereinafter called "agreement") dated the 28 day of February 2003, by and between ADSNE Delivery Systems of New England, Inc., a corporation organized and existing under the laws of the State of Massachusetts (hereinafter sometimes referred to as "subsidiary") and Jarvis Trans. Inc., a corporation organized and existing under the laws of the State of Rhode Island (hereinafter sometimes referred to as "company").

Recitals

All of the outstanding shares of common stock of subsidiary are owned by Jarvis Trans. Inc., a corporation organized and existing under the laws of the State of Rhode Island (hereinafter sometimes referred to as "purchaser"). The boards of directors of purchaser and subsidiary have determined that it is advisable and generally to the advantage and welfare of subsidiary, its stockholders and the shareholders of purchaser, and the board of directors of company has determined that it is advisable and generally to the advantage and welfare of company and its shareholders, that subsidiary may be merged into company on the terms herein set forth. The respective boards of directors of subsidiary and company, by resolutions duly adopted, have approved and adopted this agreement and directed that it be submitted to the shareholders of company and the stockholder of subsidiary, respectively, for approval. The sole stockholder of subsidiary and the shareholders of company have unanimously approved this agreement.

Now, therefore, subsidiary and company, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Massachusetts and Rhode Island, hereby agree as follows:

Article I

Corporate Existence of the Surviving Corporation

At the effective time of the merger, subsidiary shall be merged with and into company which shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of company (hereinafter sometimes referred to as the "surviving corporation") shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purpose, powers, franchises, rights and immunities of subsidiary shall be merged into the surviving corporation; and the surviving corporation shall be fully vested therewith. The separate existence of subsidiary, except insofar as otherwise specifically provided by law, shall cease at the effective time of the merger whereupon subsidiary and the surviving corporation shall be and become one single corporation.

Article II

Certificate of Incorporation of Surviving Corporation

The certificate of incorporation of company, as in effect immediately prior to the effective time of the merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation.

Article III

Bylaws of Surviving Corporation

The bylaws of company as in effect immediately prior to the effective time of the merger shall continue in full force and effect as the bylaws of the surviving corporation until amended in accordance with the law.

Article IV

Directors and Officers of Surviving Corporation

The duly qualified and acting directors and officers of company immediately prior to the effective time of the merger shall be the directors and officers of the surviving corporation each such director or officer to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and qualified.

Article V

Conversion and Exchange of Shares

A. The manner of converting and exchanging the shares of each company and subsidiary shall be as follows:

1. At the effective time of the merger, the common stock subsidiary, being one hundred percent of the outstanding stock of the company shall be cancelled.

Article VI

Earned Surplus of Surviving Corporation

The earned surplus of the surviving corporation shall equal the aggregate of the earned surpluses of subsidiary and company immediately prior to the effective time of the merger. The earned surplus determined as above provided shall continue to be available for payment of dividends by the surviving corporation.

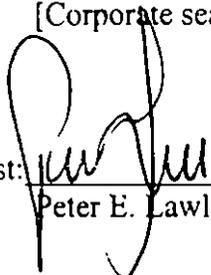
Article VII

Effective Time of Merger

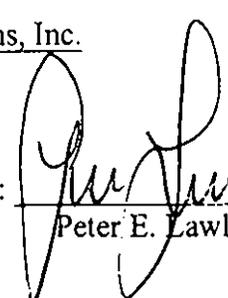
The "effective time" of the merger shall be upon the filing of the Articles of Merger with their respective Secretaries of State. Prior to such effective time this agreement of merger shall be filed and recorded as required by the Massachusetts and Rhode Island corporation law, and a certificate of merger shall be filed and recorded as required by the Rhode Island and Massachusetts corporation law.

In witness whereof, the parties hereto have caused this agreement of merger to be signed by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested in accordance with the requirements of the Massachusetts Chapter 156B, Section 79 and Rhode Island Section 7 of the corporation law, all as of February 28th, 2003

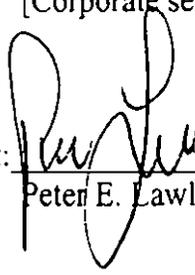
[Corporate seal]

Attest:  _____, Secretary
Peter E. Lawless

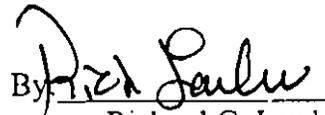
Jarvis Trans, Inc.
Company

By:  _____, President
Peter E. Lawless

[Corporate seal]

Attest:  _____, Secretary
Peter E. Lawless

ADSNE Delivery Systems of New England, Inc.
Subsidiary

By:  _____, President
Richard G. Lawless