



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
SEP 6 2 34 PM '00

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

(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. Row 1: CableLan Products of Rhode Island, Inc. business corporation Rhode Island. Row 2: CableLan Products, Inc. business corporation Massachusetts.

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 CableLan Products, Inc. which is to be governed by the laws of the state of Massachusetts

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)

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

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:

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BY [Signature]
249384

<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>
CableLan Products of Rhode Island, Inc.	2 00	Common	2 00
CableLan Products, Inc.	see Continuation Sheet attached		

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>
CableLan Products of Rhode Island, Inc.	2 00	0	Common	2 00	0
CableLan Products, Inc.			See Continuation Sheet attached.		

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 CableLan Products of Rhode Island, 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>
2 00	Common	2 00	Common

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on August 20, 2000

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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.
- .....

Continuation Sheet

Section IIa.

Entitled to Vote as a Class

CableLan Products, Inc.	Total Number of Shares <u>Outstanding</u>	Designation <u>of Class</u>	<u>No. of Shares</u>
	175,000	Common	175,000
	39,001	Preferred A	39,001
	20,371	Preferred B	20,371
	34,501	Preferred C	34,501

Section IIb.

The Plan of Merger is adopted by CableLan Products, Inc., a Massachusetts corporation surviving the merger without approval by its shareholders, pursuant to the provisions of Sections 78(c)(2) and 82(a) of the Business Corporation Law of The Commonwealth of Massachusetts (corresponding with Sections 7-1.1-67 and 7-1.1-68.1 of the Rhode Islands Business Corporations Act).

**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**

CableLan Products of Rhode Island, Inc.

Print Entity Name

By: [Signature] President  
 Name of person signing Jan S. Pirrong Title of person signing  
 By: [Signature] Secretary  
 Name of person signing Edward N. Gadsby, Jr. Title of person signing

STATE OF Massachusetts  
 COUNTY OF Norfolk

In PRESENCE on this 31st day of August, 2000, before me personally appeared Jan S. Pirrong 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: November 9, 2001

CableLan Products, Inc.

Print Entity Name

By: [Signature] President  
 Name of person signing Jan S. Pirrong Title of person signing  
 By: [Signature] Secretary  
 Name of person signing Edward N. Gadsby, Jr. Title of person signing

STATE OF Massachusetts  
 COUNTY OF Norfolk

In PRESENCE on this 31st day of August, 2000, before me personally appeared Jan S. Pirrong 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: November 9, 2001

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER dated as of August 31, 2000 (this "Plan of Merger") is among CableLan Products of Rhode Island, Inc. ("Rhode Island Sub") and CableLan, Inc. a Massachusetts corporation and a sole stockholders in Rhode Island Sub, ("Massachusetts Parent").

### Introduction

The Board of Directors of Rhode Island Sub and the Board of Directors of Massachusetts Parent have determined that it is desirable for, and in the best interest of, their respective corporations that Rhode Island Sub merge with and into Massachusetts Parent (the "Merger") pursuant to the terms and conditions of this Plan of Merger in accordance with Section 79 and Section 82 of the Business Corporation Law of The Commonwealth of Massachusetts and Section 68 and 70 of the Rhode Island Business Corporation Act. Accordingly, the Board of Directors of Rhode Island Sub and the Board of Directors of Massachusetts Parent by resolution approved the Plan of Merger on the date hereof. In consideration of the respective agreements hereinafter set forth, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, the parties hereby agree as follows:

#### 1. Merger Organization.

1.1. The Merger. Prior to the Effective Time (as defined in Section 1.2 hereof) the Massachusetts Parent owns 100% of the outstanding shares of Rhode Island Sub. As of the Effective Time (as defined in Section 1.2 hereof), (a) Rhode Island Sub shall be merged with and into Massachusetts Parent, and the separate existence of Rhode Island Sub shall thereupon cease, and (b) Massachusetts Parent, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence and be organized under and governed by the Business Corporation Law of The Commonwealth of Massachusetts, with the corporate purposes specified in its Articles of Organization.

1.2. Effective Time. The Merger shall be effected by the filing of Articles of Merger with the Secretary of State of The Commonwealth of Massachusetts and Articles of Merger with the Secretary of State of Rhode Island. The Merger shall become effective on the date and at the time when both articles of merger are so filed (the "Effective Time").

1.3. Articles of Organization and By-Laws. The Articles of Organization and the By-Laws of Massachusetts Parent, as in effect immediately prior to the Effective Time, shall be the Articles of Organization and the By-Laws of the Surviving Corporation until thereafter amended as provided therein.

1.4. Directors and Officers. The directors and officers of the Surviving Corporation shall be the directors and officers set forth below, in each case until their respective successors are duly elected and qualified in accordance with the By-Laws of the Surviving Corporation.

Directors

Frank Haydu

Oliver Ward

Jan Pirrong

Officers

Jan Pirrong

President and Treasurer

Kenneth Rowe

Vice President

Edward N. Gadsby, Jr.

Clerk

2. Cancellation of Common Stock of Rhode Island Sub. There are no shares of Rhode Island Sub other than 2 00 shares of Common Stock held by the Surviving Corporation. All 2 00 shares of Common Stock of Rhode Island Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and cease to exist and no shares of Surviving Corporation Common Stock or other securities of Massachusetts Parent shall be issued in respect thereof.

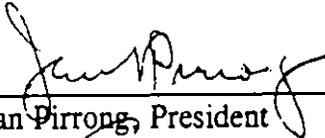
3. Outstanding Capital Stock Post-Merger. Immediately following the Effective Time, the names of the stockholders of the Surviving Corporation and the number and class of capital stock held by them shall remain unchanged and the same as prior to the Effective time.

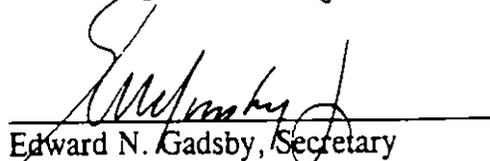
\* \* \*

EXECUTED as a sealed instrument as of the date first above written.

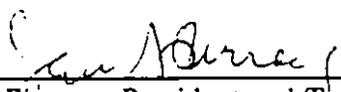
CABLELAN OF RHODE ISLAND, INC.

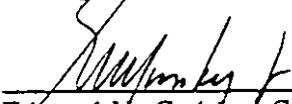
By:

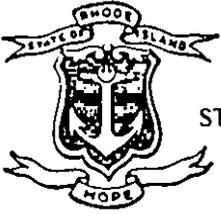
  
Jan Pirrong, President

  
Edward N. Gadsby, Secretary

CABLELAN PRODUCTS, INC.

By:   
Jan Pirrong, President and Treasurer

  
Edward N. Gadsby, Clerk



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

September 6, 2000

TO WHOM IT MAY CONCERN:

**Re: CABLELAN PRODUCTS OF RHODE ISLAND, 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:

**A MERGER – CORPORATION IS THE NONSURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations