

Filing fee: \$20.00

13004

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

The Industrial Plating Company

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

{See Plan of Merger attached}

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
The Industrial Plating Company -	100	Common No Par Value	100
Induplicate Incorporated -	100	Common No Par Value	100

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THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
The Industrial Plating Company -	100	0	Common, No Par Value	100	0
Induplicate Incorporated -	100	0	Common, No Par Value	100	0

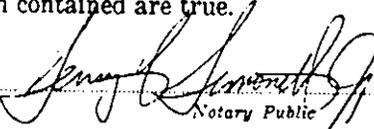
FOURTH: Time merger to become effective (§ 7-1.1-69): 12:01 A.M., July 1, 1974.

Dated June 26, 1974

The Industrial Plating Company
 By *Everett A. L. L. L.*
 Its President
 and *William G. L. L.*
 Its Secretary
 Induplicate Incorporated
 By *David E. L. L.*
 Its President
 and *William G. L. L.*
 Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

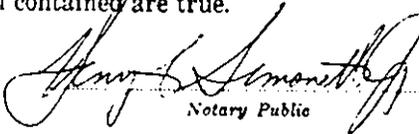
At North Providence in said County on the 26th day of
June 1974, before me personally appeared Everett H.
Fernald, Jr., who being by me first duly sworn, declared that he is
the President of The Industrial Plating Company,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At North Providence in said county on the 26th day of
June 1974, before me personally appeared David E.
Lippy, who being by me first duly sworn, declared that he is
the President of Induplicate Incorporated,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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JUN 27 1974

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PLAN OF MERGER OF
INDUPLATE INCORPORATED WITH AND INTO
THE INDUSTRIAL PLATING COMPANY
PURSUANT TO SECTION 65 OF THE
RHODE ISLAND BUSINESS CORPORATION ACT.

1. The name of the corporation proposing to merge is Induplate Incorporated, a Rhode Island corporation ("Induplate").

2. The name of the corporation into which such corporation proposes to merge, and which shall be the surviving corporation, is The Industrial Plating Company, a Rhode Island corporation (the "surviving corporation").

3. The terms and conditions of the proposed merger are as follows:

(a) The effective date of the merger shall be 12:01 A.M., July 1, 1974.

(b) On the effective date of the merger, Induplate shall be merged with and into the surviving corporation, and the separate existence of Induplate shall cease.

(c) The articles of association of the surviving corporation, as in effect immediately prior to the effective date of the merger, shall constitute the articles of incorporation of the surviving corporation following the merger until the same shall be amended in the manner provided by the Rhode Island business corporation act, provided, that Article SEVENTH thereof shall be deleted and that Articles SECOND, THIRD and FIFTH thereof shall be amended as of the effective date of the merger to read as follows, respectively:

"SECOND. The name of the corporation is 'Induplate Incorporated', a close corporation pursuant to §7-1.1-51 of the General Laws of Rhode Island, as amended."

"THIRD. The purpose or purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under Chapter 1.1 of the Rhode Island business corporation act."

"FIFTH. The aggregate number of shares which the Corporation shall have authority to issue is three thousand (3,000) shares, of which two thousand (2,000) shares shall consist of and be designated '\$0.00 Non-Cumulative Preferred Stock', having a par value of \$1.00 per share (the 'Preferred Stock'), and one thousand (1,000) shares shall consist of and be designated 'Common Stock', having a par value of \$1.00 per share (the 'Common Stock').

"The following is a statement of the preferences, limitations and rights pertaining to the Preferred Stock:

Section 5.1. Dividends. The holders of Preferred Stock, in preference to the holders of Common Stock, shall be entitled to receive out of any funds legally available, but only when and as declared by the shareholders, dividends in cash at the rate of \$8.00 per share per annum, and no more, payable quarterly on the last days of March, June, September and December of each year. Such dividends shall not be cumulative.

Section 5.2. Dividends on Common Stock. In no event, so long as any Preferred Stock shall be outstanding, shall any dividends, except a dividend payable in Common Stock or other shares ranking junior to the Preferred Stock, be paid or declared or any distribution be made on the Common Stock or any other shares ranking junior to the Preferred Stock, nor shall any Common Stock or any other shares ranking junior to the Preferred Stock be purchased, retired or otherwise acquired by the Corporation (except out of the proceeds of the sale of Common Stock or other shares ranking junior to the Preferred Stock):

(a) Unless dividends for the four full quarterly dividend periods prior to the date of such proposed dividend, purchase, retirement or acquisition shall have been declared and paid, or a sum sufficient for payment thereof set apart; or,

(b) Unless the consent in writing to such proposed dividend, purchase, retirement or acquisition shall have been obtained from the holders of record of all issued and outstanding shares of Preferred Stock.

Section 5.3. Redemption. The Corporation may at any time, and from time to time, at its option, redeem all or any part of the Preferred Stock at the time outstanding, at the price of One Hundred Dollars (\$100.00) per share.

Notice of every such redemption shall be mailed, postage prepaid, to the holders of record of the Preferred Stock at their respective addresses then appearing on the books of the Corporation, not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for such redemption. At any time before or after notice has been given as above provided, the Corporation may deposit the aggregate redemption price of the shares of Preferred Stock to be redeemed with any bank or trust company named in such notice, directed to be paid to the respective holders of the shares of Preferred Stock so to be redeemed, in amounts equal to the redemption price of all shares of Preferred Stock so to be redeemed, on surrender of the stock certificate or certificates held by such holders; and upon the making of such deposit, such holders shall cease to be shareholders with respect to such shares, and after such notice shall have been given and such deposit shall have been made, such holders shall have no interest in, or claim against, the Corporation with respect to such shares, except only to receive such money from such bank or trust company, without interest.

In case less than all of the outstanding shares of Preferred Stock are to be redeemed, the Corporation shall select by lot the shares so to be redeemed, in such manner as shall be prescribed by the shareholders.

Any shares of Preferred Stock which are redeemed by the Corporation pursuant to the provisions of this Section 5.3 shall be cancelled and not reissued. Any shares of Preferred Stock otherwise acquired by the Corporation shall assume the status of authorized and unissued shares of Preferred Stock.

Section 5.4. Liquidation. The holders of Preferred Stock shall, in case of any liquidation, dissolution or winding up of the affairs of the Corporation, be entitled to receive in full out of the assets of the Corporation, including its capital, before any amount shall be paid or distributed among the holders of the Common Stock or any other shares ranking junior to the Preferred Stock, the amount of One Hundred Dollars (\$100.00) per share. In case the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Preferred Stock of the full amount of One Hundred Dollars (\$100.00) per share, then such net assets shall be distributed ratably upon outstanding shares of Preferred Stock. After payment to holders of Preferred Stock of the full amount of One Hundred Dollars (\$100.00) per share, holders of Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation.

The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up of the affairs of the Corporation for the purposes of this Section 5.4.

Section 5.5. Voting. The holders of Preferred Stock shall not be entitled to vote upon any matters presented to the shareholders.

Section 5.6. Preemptive Rights. The holders of Preferred Stock shall have no preemptive right to purchase, or have offered to them for purchase, any shares of capital stock or other securities of the Corporation, whether now or hereafter authorized.

"The following is a statement of the rights of the Common Stock and of the limitations thereon:

Section 5.7. Voting. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders of the Corporation.

Section 5.8. Liquidation. The holders of Common Stock shall, in case of any liquidation, dissolution or winding up of the affairs of the Corporation, and after the payment upon all outstanding shares of Preferred Stock of the full preferential amount to which they are entitled, share ratably in the net assets of the Corporation then remaining.

Section 5.9. Preemptive Rights. The holders of Common Stock shall have no preemptive right to purchase, or have offered to them for purchase, any shares of capital stock or other securities of the Corporation, whether now or hereafter authorized."

(d) The bylaws of the surviving corporation in effect immediately prior to the effective date of the merger shall continue to be the bylaws of the surviving corporation until altered or repealed in the manner provided by such bylaws and the Rhode Island business corporation act.

4. (a) All of the shares of common stock of Induplate which are outstanding on the effective date of the merger shall be convertible into, in the aggregate, nine hundred (900) shares of Common Stock and two thousand (2000) shares of Preferred Stock of the surviving corporation, such conversion to be effected in such proportions with respect to each holder of such common stock of Induplate as may be agreed upon by all of such holders prior to the effective date of the merger.

(b) The one hundred (100) shares of common stock without par value of the surviving corporation issued and outstanding at the effective date of the merger shall be convertible into one hundred (100) shares of Common Stock of the surviving corporation.