

Filing fee: \$20.00

**ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO**

NEW ENGLAND POULTRY CO., INC.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

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

<u>Name of Corporation</u>	<u>State</u>
✓New England Poultry Co., Inc.	Rhode Island
Samuel's Realty Co., Inc.	Massachusetts

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

THIRD: The name of the surviving corporation is New England Poultry Co., Inc.

and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

FIFTH: As to each of the undersigned corporations, 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:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
New England Poultry Co., Inc.	368	none	
Samuel's Realty Co., Inc.	368	none	

SIXTH: 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:

<u>Name of Corporation</u>	<u>Number of Shares</u>		<u>Entitled to Vote as a Class</u>		
	<u>Total Voted For</u>	<u>Total Voted Against</u>			
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
New England Poultry Co., Inc.	368	0		none	
Samuel's Realty Co., Inc.	368	0		none	

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 undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation 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 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.

Dated July 19, 1974

New England Poultry Co., Inc.  
By Samuel J. Bagardky  
President

and Mary J. Gaspar  
Its Secretary

Samuel's Realty Co., Inc.  
By Samuel J. Bagardky  
President

and Mary J. Gaspar  
Its Secretary Clerk

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

At Newport  
of February 1974  
Mary Gaspar

is the Secretary

that she signed the foregoing document as such  
corporation, and that the statements therein contained are true.

} Sc.

in said County on the 19<sup>th</sup> day  
19 74, before me personally appeared  
, who being by me first duly sworn, declared that she  
of New England Poultry Co., Inc.,  
Secretary of the

James M. [Signature]  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

At Newport  
of February 1974  
Mary Gaspar

is the Clerk

that she signed the foregoing document as such  
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in said County on the 19<sup>th</sup> day  
19 74, before me personally appeared  
, who being by me first duly sworn, declared that she  
of Samuel's Realty Co., Inc.  
Clerk of the

James M. [Signature]  
Notary Public

(NOTARIAL SEAL)

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*Jm*

JAN 23 1975