



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

SAGE Environmental, 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 4 columns: Name of entity, Type of entity, State under which entity is organized. Rows include SAGE Environmental, LLC (Limited liability company, Rhode Island) and SAGE Environmental, Inc. (Domestic business corporation, Rhode Island).

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 SAGE Environmental, Inc. 122011 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) January 1, 2002

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

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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>
SAGE Environmental, Inc.	2,000		

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>
SAGE Environmental, Inc.	2,000	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 _____

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>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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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.

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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

SAGE Environmenta, LLC

Print Entity Name

By: [Signature] Name of person signing Manager and Authorized Member Title of person signing

By: Name of person signing Title of person signing

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this day of December, 2001, before me personally appeared Richard Mandile who, being duly sworn, declared that he/she is the Manager and Authorized Member 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: 7/10/05

SAGE Environmental, Inc.

Print Entity Name

By: [Signature] Name of person signing President Title of person signing

By: [Signature] Name of person signing Treasurer Title of person signing

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 28th day of December, 2001, before me personally appeared Bruce W. Clark 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: 7/10/05

PLAN AND AGREEMENT OF MERGER
BETWEEN
SAGE ENVIRONMENTAL, INC. AND SAGE ENVIRONMENTAL, LLC
WITH
SAGE ENVIRONMENTAL, INC. AS THE SURVIVING CORPORATION

Made and entered into on the 28th day of December, 2001, by and between SAGE ENVIRONMENTAL, INC., a Rhode Island corporation having its principal office in the City of Pawtucket, Rhode Island (hereinafter "SAGE" or "Surviving Corporation") and SAGE ENVIRONMENTAL, LLC, a Rhode Island limited liability company having its office in the City of Pawtucket, Rhode Island ("SELLC").

WHEREAS, all the outstanding membership interest units of SELLC are owned by the shareholders of SAGE; and

WHEREAS, the aggregate number of shares of stock which SAGE is authorized to issue is 8,000 shares of common capital stock without par value, of which 2,000 shares of common stock without par value are outstanding; and

WHEREAS, the aggregate number of units of SELLC issued and outstanding as of the date hereof is 100; and

WHEREAS, for the benefit of both entities and their shareholders and members, respectively, it is agreed that the properties, businesses, assets and liabilities of both parties be combined into one surviving corporation which shall be SAGE.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto in accordance with the applicable provisions of the laws of the State of Rhode Island do hereby agree as follows:

1. Merger. SELLC shall be merged with and into SAGE, and SAGE does hereby merge SELLC with and into itself. The effective date of the merger shall be January 1, 2002, after which:

(a) SAGE shall be the Surviving Corporation, and shall continue to exist as a domestic professional corporation under the laws of the State of Rhode Island, with all of the rights and obligations of such surviving domestic professional corporation as are provided by the Rhode Island Business Corporation Act, Title 7, Chapter 1.1, and the Rhode Island Professional Service Corporation Law, Title 7, Chapter 5.1, 1985 Reenactment, General Laws of Rhode Island, 1956, as amended.

(b) SELLC, as a limited liability company, pursuant to the Rhode Island Limited Liability Company Act, Title 7, Chapter 16, 1985 Reenactment, General Laws of Rhode Island 1956, as amended, shall cease to exist (except as otherwise provided for specific purposes in said Act), and its property shall become the property of SAGE as the Surviving Corporation.

2. Articles of Incorporation. The Articles of Incorporation and Bylaws of SAGE shall continue as the Articles of Incorporation and Bylaws of the Surviving Corporation.

3. Shares of Survivor. Each membership interest of SELLC outstanding on the effective date of the merger, without further action, shall be conclusively deemed to become and be twenty (20) common shares of the outstanding shares of common stock of the Surviving Corporation, without the issuance or exchange of new share or share certificates.

4. Cancellation of SELLC Units. All authorized and outstanding membership interest units of SELLC, such units being owned in their entirety by the shareholders of SAGE, and all rights in respect thereof, shall be cancelled automatically on the effective date of the merger, and the certificates representing such units shall be surrendered and cancelled.

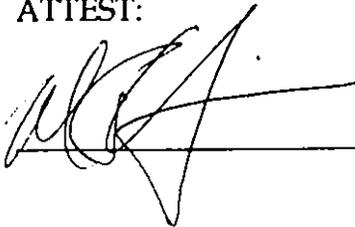
5. Approval. This Plan and Agreement of Merger shall be submitted to the shareholders and members of SAGE and of SELLC, respectively, for approval as required by the laws of the State of Rhode Island. When such required approval is obtained, the proper officers, managers or members, as the case may be, of each party shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper, to render effective the merger contemplated by this Agreement.

6. Abandonment of Plan. Notwithstanding any of the provisions of this Agreement, the shareholders of SAGE, at any time before or after approval by either or both parties, prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority, by the

required vote, to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Agreement shall thereby be cancelled and become null and void automatically.

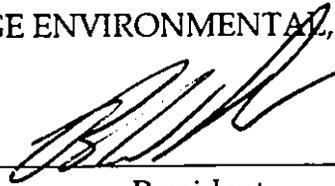
IN WITNESS WHEREOF, SAGE Environmental, Inc., and SAGE Environmental, LLC, have caused this Agreement to be duly executed by their respective officers, managers or members, as the case may be, thereunto authorized on the 28th day of December, 2001.

ATTEST:



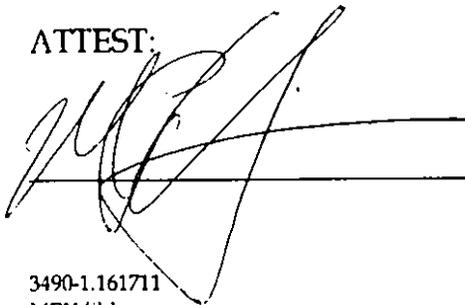
SAGE ENVIRONMENTAL, INC.

By:



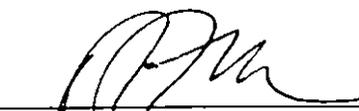
President

ATTEST:



SAGE ENVIRONMENTAL, LLC

By:



Manager and Authorized Member

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