

Filing Fee: \$50.00

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO
CISSELL MANUFACTURING COMPANY

4211

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)

(Plan of Merger is attached hereto, immediately following this page)

FILED

JUL 22 1994

BY 16591210553

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SECRETARY OF STATE
CORPORATE DIVISION

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:

<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>
Cissell Manufacturing Company	1,000	Class A Common Stock	1,000
WMC Acquisition, Inc.	1,000	Common Stock	1,000

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:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Cissell Manufacturing Company	1,000	-0-	Class A Common Stock	1,000	-0-
WMC Acquisition, Inc.	1,000	-0-	Common Stock	1,000	-0-

FOURTH: Time merger to become effective (§ 7-1.1-69):

Upon the filing of these Articles of Merger with the Rhode Island Secretary of State

Dated July 21, 1994

WMC ACQUISITION, INC.
 By Charles E. Ball
 Charles E. Ball
 Its President
 and Charles E. Ball
 Charles E. Ball
 Its Secretary
 CISSELL MANUFACTURING COMPANY
 By Robert D. Farley
 Robert D. Farley
 Its Vice President
 and James H. FitzSimons
 James H. FitzSimons
 Its Secretary

PLAN OF MERGER

PLAN OF MERGER (the "Plan") is made and entered into as of the 22 day of July, 1994 by and between

4211 CISSELL MANUFACTURING COMPANY, a corporation organized under the laws of the State of Rhode Island (the "Company"); and

76700 WMC ACQUISITION, INC., a corporation organized under the laws of the State of Rhode Island ("Acq. Corp.").

W I T N E S S E T H:

WHEREAS, Acq. Corp. has been organized for the purpose of effecting the merger proposed in that certain Agreement and Plan of Merger among The Dyson-Kissner-Moran Corporation ("DKM"), the Company, the Acq. Corp., and WMC Holdings, Inc. ("WMC"), dated as of May 24, 1994 (the "Agreement"), which will result, if consummated, in Acq. Corp. being merged into the Company, with the Company being the surviving corporation; and

WHEREAS, the respective Boards of Directors and shareholders of the Company and Acq. Corp. have approved and adopted this Plan;

NOW, THEREFORE, in consideration of the promises, mutual covenants and agreements herein contained, and for the purpose of stating the plan, method, terms and conditions of the merger provided for in the Agreement, the mode of carrying the same into effect, the manner and basis of converting the shares of common stock of the Company and of Acq. Corp. as hereinafter provided, and such other provisions relating to the merger as the parties deem necessary or desirable, the parties hereto agree as follows:

1. Merger. Acq. Corp. shall be merged with and into the Company. The Company shall be the survivor of the merger (the "Surviving Company") with the name "Cissell Manufacturing Company". Except as herein specifically set forth to the contrary, the Articles of Incorporation, Bylaws, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of Acq. Corp. shall be merged into the Company and the Company as the Surviving Company shall be fully vested therewith. The separate and individual existence of Acq. Corp. shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

2. Effective Time of Merger. The merger of Acq. Corp. with and into the Company shall be effective as of the time of the filing of Articles of Merger with the Rhode Island Secretary of State (the "Effective Time of the Merger").

3. Directors, Officers, Articles, and Bylaws of the Surviving Company. As of the Effective Time of the Merger:

a. The directors and officers of the Surviving Company shall be the directors and officers of Acq. Corp. immediately prior to the Effective Time of the Merger. All such directors and officers of the Surviving Company shall serve until their respective successors are elected or appointed pursuant to the Bylaws of the Surviving Company.

b. The Articles and Bylaws of the Company as in effect prior to the Effective Time of the Merger shall be the Articles and Bylaws of the Surviving Company.

4. Rights, Privileges, Immunities, Powers, Franchises, Duties, Assets and Liabilities of the Surviving Company.

a. As of the Effective Time of the Merger, each and all of the rights, privileges, immunities, powers, franchises and interests of the Company and Acq. Corp., respectively, in and to every type of property (real, personal and mixed) and choses in action shall be deemed to be transferred to and vested in the Surviving Company, without any further action, deed, transfer or assignment; and title to any real estate or any interest therein, vested in either the Company or Acq. Corp. shall not revert or be in any way impaired by reason of the merger.

b. The rights of creditors of the Company and Acq. Corp. shall not be impaired in any manner by the merger; nor shall any liability or obligation for the payment of any money due or to become due, or any claim or demand or any cause existing against the Company and Acq. Corp. be in any manner released or impaired; and all of the rights, obligations and relations of all parties, creditors, depositors and others shall remain unimpaired by the merger. The Surviving Company shall succeed to the obligations, liabilities and trusts of the Company and Acq. Corp., and shall be held liable to pay and discharge all such obligations and liabilities and shall perform all such trusts in the same manner as though the Surviving Company had itself incurred the obligation, liability or trust. No suit, action or other proceeding pending at the Effective Time of the Merger before any court or tribunal in which either the Company or Acq. Corp. is a party shall be

deemed to have abated or to have been discontinued by reason of the merger, and the same may be prosecuted to final judgment in the same manner as if they had not entered into this Plan of Merger, or the Surviving Company may be substituted in the place of either the Company or Acq. Corp. by order of the court or tribunal in which such suit, action or proceeding may be pending.

c. The Surviving Company, as the surviving entity of the merger, shall have all of the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Rhode Island.

5. Manner of Converting Shares of Common Stock. Upon the Effective Time of the Merger, by virtue of the merger and without any action on the part of any record holder thereof:

(a) The aggregate common stock of Acq. Corp. shall be converted into 1,000 shares of the Class A common stock of the Surviving Company;

(b) The common stock of the Company held by DKM shall be cancelled and each share of such common stock shall be converted into the right to receive, in cash, an amount equal to the Merger Consideration (as defined in the Agreement) divided by the number of shares of capital stock of Cissell outstanding immediately prior to the Effective Time of the Merger, as provided for in and subject to Sections 1.01 and 1.02 of the Agreement.

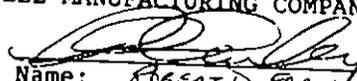
6. Further Actions. From time to time, as and when requested by the Surviving Company or by its successors and assigns, Acq. Corp. shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such other actions as the Surviving Company or its successors or assigns may deem necessary or desirable in order to carry out the intents and purposes of this Plan of Merger.

7. Governing Law. This Plan shall be governed by, construed and enforced in accordance with the laws of the State of Rhode Island without giving effect to the conflict of law provisions of the laws of the State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first above written.

COMPANY:

CISSELL MANUFACTURING COMPANY

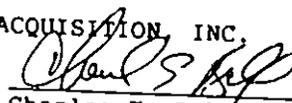
By: 

Name: ROBERT D. FARRIS

Title: Vice President

ACQ. CORP.:

WMC ACQUISITION, INC.

By: 

Charles E. Baly, President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

July 19, 1994

TO WHOM IT MAY CONCERN:

Re: WMC ACQUISITION, INC.

It appears from our records that the abovenamed corporation has filed all of 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 abovenamed corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

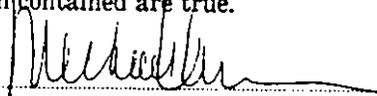
Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

NEW YORK
STATE OF ~~RHODE ISLAND~~ }
COUNTY OF NEW YORK } Sc.

At 150 Lexington Ave, N.Y., N.Y. 10022 in said County on the 21st day of
July 1994, before me personally appeared
Charles E. Ball, who being by me first duly sworn, declared that he is
the President of WMC Acquisition, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

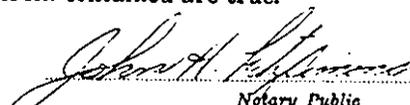

Notary Public

(NOTARIAL SEAL)

MICHAEL ORCE
Notary Public, State of New York
No. 010R5028394
Qualified in Westchester County
Commission Expires May 31, 1996

NEW YORK
STATE OF ~~RHODE ISLAND~~ }
COUNTY OF New York } Sc.

At 230 Park Ave New York, N.Y. in said county on the 21st day of
July 1994, before me personally appeared
Robert D. Farley, who being by me first duly sworn, declared that he is
the Vice President of Cissell Manufacturing Company,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

JOHN H. FITZSIMONS
Notary Public, State of New York
No. 31-4800141
Qualified in New York County
Commission Expires December 1, 1995
Jan. 31, 1995