

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

MT. HOPE BUILDERS, INC.

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)

1. Name of the Parties. The name of the surviving corporation is Mt. Hope Builders, Inc., a Rhode Island Corporation ("Surviving Corporation"). The name of the corporation merging with and into Surviving Corporation is Colt Construction Co., Inc., a Rhode Island Corporation ("Disappearing Corporation").

2. Merger. Pursuant to Section 7-1.1-67 of the Rhode Island Business Corporation Act (the "Act"), on the Effective Date (as defined in Article III hereof), Disappearing Corporation shall merge with and into Surviving Corporation, whereupon the corporate existence of Surviving Corporation shall continue and the separate corporate existence of Disappearing Corporation shall cease. The corporate identity, existence, name, purposes, franchises, powers, rights and immunities of Surviving Corporation shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purposes, franchises, powers, rights and immunities of Disappearing Corporation shall be merged into Surviving Corporation, which shall be fully vested therewith. Surviving Corporation shall be subject to all of the debts and liabilities of Disappearing Corporation as if Surviving Corporation had itself incurred them and all rights of creditors and all liens upon the property of Surviving Corporation and Disappearing Corporation shall be preserved unimpaired and all rights and assets of Disappearing Corporation shall become vested in Surviving Corporation.

3. (a) Surviving Corporation. The shares of Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of Surviving Corporation.

(b) Disappearing Corporation. On the Effective Date, each issued and outstanding share of Common Stock of Disappearing Corporation shall be cancelled.

(c) No Articles of Incorporation Amendments. The Plan of Merger shall not amend the Articles of Incorporation of Surviving Corporation.

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RPH 14 105502

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>
MT. HOPE BUILDERS, INC.	300	No Par Common	300
COLT CONSTRUCTION CO., INC.	600	No Par Common	600

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>
MT. HOPE BUILDERS, INC.	300	-0-	No Par Common	300	-0-
COLT CONSTRUCTION CO., INC.	600	-0-	No Par Common	600	-0-

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

September 30, 1993

Dated September 1, 1993

COLT CONSTRUCTION CO., INC.

By *Peter S. Matos*

Its President

and *Elizabeth Matos*

Its Secretary

MT. HOPE BUILDERS, INC.

By *Peter S. Matos*

Its President

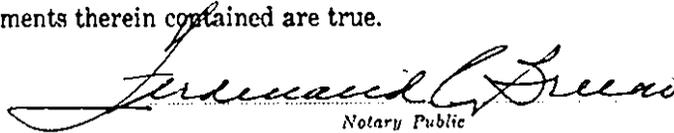
and *Elizabeth Matos*

Its Secretary

STATE OF RHODE ISLAND
COUNTY OF BRISTOL

} Sc.

At BRISTOL in said County on the 1st day of
September 19 93, before me personally appeared ANTONIO MATOS, JR.
, who being by me first duly sworn, declared that he is
the President of COLT CONSTRUCTION CO., 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)

STATE OF RHODE ISLAND
COUNTY OF BRISTOL

} Sc.

At BRISTOL in said county on the 1st day of
September 19 93, before me personally appeared ANTONIO MATOS
, who being by me first duly sworn, declared that he is
the President of MT. HOPE BUILDERS, 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)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

September 17, 1993

TO WHOM IT MAY CONCERN:

Re: COLT CONSTRUCTION CO., 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

Robert A. DeAngelis
Chief Revenue Agent
Corporations