

<sup>4,00.00</sup>  
Filing Fee: ~~550.00~~

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

WINGS FINANCIAL MARKETING, 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)

See Plan and Agreement of Merger attached hereto.

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
Wings Realty Limited	42434 100	N/A	N/A
Double i, Inc.	8730 100	N/A	N/A
RSC Properties, Inc.	9646 50	N/A	N/A
Wings Financial Marketing	43516 ⑤ 5	N/A	N/A

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
Wings Realty Limited	100	0			
Double i, Inc.	100	0		N/A	
RSC Properties, Inc.	50	0			
Wings Financial Marketing, Inc.	5	0			

FOURTH: Time merger to become effective (§ 7-1.1-69): December 31, 1992

Dated December 2, 1992

RSC Properties, Inc.

By Robert S. Catanzaro  
Its President

and Anna Tizmanelli  
Its Secretary

Wings Financial Marketing, Inc.

By Robert S. Catanzaro  
Its President

and Anna Tizmanelli  
Its Secretary

Wings Realty Limited

By Robert S. Catanzaro  
Its President

and Anna Tizmanelli  
Its Secretary

Double i, Inc.

By Robert S. Catanzaro  
Its President

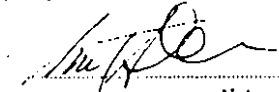
and Anna Tizmanelli  
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At Warwick, in said County on the 2nd day of December 1992, before me personally appeared Robert S. Cantazaro, who being by me first duly sworn, declared that he is the President of Wings Realty Limited, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

  
Anthony A. D. Jucan Notary Public  
notary public


(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At Warwick, in said county on the 2nd day of December 1992, before me personally appeared Robert S. Catanzaro, who being by me first duly sworn, declared that he is the President of Double i, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

  
Anthony A. D. Jucan Notary Public  
notary public

(NOTARIAL SEAL)

9/16/92  
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