



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)

Ross-Simons of Warwick, 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 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Ross-Simons of Warwick, Inc., Ross-Simons of Atlanta, LLC, Ross-Simons of Chestnut Hill, LLC, Ross-Simons of North Carolina, LLC, and Ross-Simons of Short Hills, LLC.

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 Ross-Simons of Warwick, Inc. 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:

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:

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) Upon Filing These Articles

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(d), 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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If any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Shareholder approval is not required under Section 7-1.1-67			

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.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Shareholder approval is not required under Section 7-1.1-67					

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 N/A

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.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class

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

Ross-Simons of Warwick, Inc.

Print Entity Name

By: [Signature]  
Name of person signing

President  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 13<sup>th</sup> day of December, 2000, before me personally appeared Samuel S. Ross 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: 6/25/01

Ross-Simons of Atlanta, LLC

Print Entity Name

By: [Signature]  
Name of person signing

President  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 13<sup>th</sup> day of December, 2000, before me personally appeared Samuel S. Ross 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: 6/25/01

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BY [Signature] 2.5.6134

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

Ross-Simons of Chestnut Hill, LLC  
Print Entity Name

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

By: \_\_\_\_\_  
Name of person signing Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence on this 13th day of December, 2000, before me personally appeared Darrell S. Ross 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: 6/25/01

Ross-Simons of North Carolina, LLC  
Print Entity Name

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

By: \_\_\_\_\_  
Name of person signing Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence on this 13th day of December, 2000, before me personally appeared Darrell S. Ross 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: 6/25/01

EXHIBIT A  
PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made and executed as of the \_\_\_\_ day of December, 2000, by Ross-Simons of Warwick, Inc., a Rhode Island corporation (the "Parent Company"); and Ross-Simons of Atlanta, LLC, Ross-Simons of Chestnut Hill, LLC, Ross-Simons of North Carolina, LLC, and Ross-Simons of Short Hills, LLC, all Rhode Island limited liability companies (the "Subsidiaries").

1. Capital Structure and Ownership

The Parent Company holds 100 percent of the membership interest of each of the Subsidiaries.

The Parent Company has a total authorized capital stock consisting of 11,995,000 shares of Class A Voting Common Stock, without par value, and 5,000 shares of Series A Preferred Stock, with a par value of \$0.01.

2. Merger

At the Effective Time (as hereinafter defined), the Subsidiaries shall, pursuant to Section 7-1.1-68.1 of the Rhode Island General Laws, be merged with and into the Parent Company, which shall be the surviving corporation and shall continue in existence, on the terms and conditions hereinafter set forth. At the Effective Time, the separate existence of each of the Subsidiaries shall cease and the effect of the merger shall otherwise be as provided under Section 7-1.1-69 of the Rhode Island General Laws.

3. Effective Time

The effective time of the merger provided for herein shall be upon filing of the Articles of Merger with the Rhode Island Secretary of State (the "Effective Time").

4. Cancellation of Shares

At the Effective Time of the merger of the Subsidiaries with and into the Parent Company, the membership interests of each of the Subsidiaries outstanding immediately prior to the Effective Time shall be canceled and retired and shall become extinguished upon filing of the merger.

5. The Surviving Corporation

a. From and after the Effective Time until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of the Parent Company as in effect immediately prior to the

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

Ross-Simons of Short Hills, LLC

Print Entity Name

By: [Signature]  
Name of person signing

President  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 13<sup>th</sup> day of December, 2000, before me personally appeared Darrell S. Ross 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: 6/25/01

Print Entity Name

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_  
Title of person signing

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

In \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_ who, being duly sworn, declared that he/she is the \_\_\_\_\_ 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.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

merger shall be and continue to be the Articles of Incorporation and Bylaws of the Parent Company.

b. The persons who are officers of the Parent Company immediately prior to the merger shall, until otherwise changed in the manner provided by law, continue as the officers of the Parent Company following the merger, and shall hold office as provided in the Articles of Incorporation and Bylaws of the Parent Company.

6. Waiver of Mailing

The Parent Company, as the sole member of each of the Subsidiaries, hereby waives mailing of a copy of the Plan and hereby agrees that the Plan, the Articles of Merger and any other certificates or other instruments required by law to be recorded with respect to the Parent Company and the Subsidiaries may be recorded in the appropriate offices in the State of Rhode Island at any time following the adoption of the Plan.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the day and year first above written.

**Ross-Simons of Warwick, Inc.**

By:   
Name: Darrell S. Ross  
Title: President

**Ross-Simons of Atlanta, LLC**

By:   
Name: Darrell S. Ross  
Title: President

**Ross-Simons of Chestnut Hill, LLC**

By:   
Name: Darrell S. Ross  
Title: President

**Ross-Simons of North Carolina, LLC**

By: 

Name: Darrell S. Ross

Title: President

**Ross-Simons of Short Hills, LLC**

By: 

Name: Darrell S. Ross

Title: President

