

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

B.S. International Ltd.

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

I.

Corporations Proposing to Merge:

1. B.S. International Ltd.
2. B. S. MANUFACTURING CO., INC.

II.

Surviving Corporation:

1. B.S. International Ltd.

III.

Terms and Conditions:

1. The presently outstanding shares in B. S. MANUFACTURING CO., INC. will be exchanged for stock of B.S. International Ltd.; and B. S. MANUFACTURING CO., INC. will, from and after the effective date of Merger, be and become a part of B.S. International Ltd. From and after the effective date of Merger, the surviving corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, of both a public and private nature, of each corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscription to shares, if any, and all other choses in action, and all and every other interest of or belonging to or due to both corporations shall be taken and deemed to be transferred to and vested in B.S. International Ltd. without further action or deed. Such surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of both corporations; and any claim existing or action or proceeding pending by or against either corporation may be prosecuted as if such Merger had not taken place, or such surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such Merger.

IV.

Manner and Basis of Conversion:

1. There are presently issued and outstanding 600 shares of no par common stock of B. S. MANUFACTURING CO., INC. The 600 shares of outstanding no par common stock of said corporation will be exchanged for 23.63 shares of no par common stock of B.S. International Ltd.; and B. S. MANUFACTURING CO., INC. will, from and after the effective date of Merger be and become a part of B.S. International Ltd.

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>
B.S. International Ltd.	1,268.85	Common	1,268.85
B. S. MANUFACTURING CO., INC.	600	Common	600


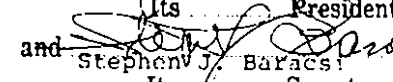
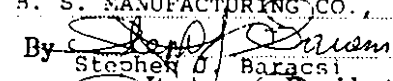
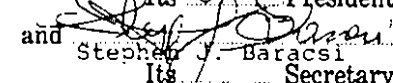
THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
B.S. International Ltd.	1,268.85	-0-	Common	1,268.85	-0-
B. S. MANUFACTURING CO., INC.	600	-0-	Common	600	-0-

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

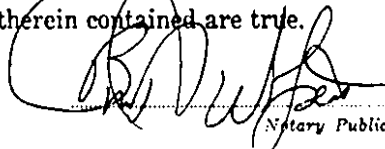
September 1, 1987

Dated August 27, 1987

B.S. International Ltd.
 By 
 Stephen J. Baracsi
 Its President
 and 
 Stephen J. Baracsi
 Its Secretary
 B. S. MANUFACTURING CO., INC.
 By 
 Stephen J. Baracsi
 Its President
 and 
 Stephen J. Baracsi
 Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

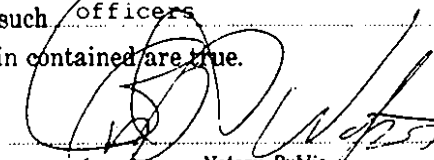
At Providence in said County on the 27th day of
August 19 87, before me personally appeared
Stephen J. Baracsi, who being by me first duly sworn, declared that he is
the President and Secretary of B.S. International, Ltd.,
that he signed the foregoing document as such officers of the
corporation, and that the statements therein contained are true.


Notary Public
BARE AWARD

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Providence in said county on the 27th day of
August 19 87, before me personally appeared
Stephen J. Baracsi, who being by me first duly sworn, declared that he is
the President and Secretary of B.S. Manufacturing Co, Inc.,
that he signed the foregoing document as such officers of the
corporation, and that the statements therein contained are true.


Notary Public
BARE AWARD

(NOTARIAL SEAL)

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	CHEK	50.00
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ARTICLES FIRST, CONT.

V.

Effective Date:

1. September 1, 1987

VI.

Changes Necessary in Articles of Incorporation
of Surviving Corporation:

1. None