

1.50.00
Filing fee: \$20.00

ARTICLES OF MERGER
OF ~~DOMESTIC~~ SUBSIDIARY CORPORATION
FOREIGN INTO
THE ENTWISTLE COMPANY

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

The Federal Manufacturing Company, a Connecticut corporation and the wholly-owned subsidiary of The Entwistle Company, a Rhode Island corporation, shall be merged with and into The Entwistle Company and all of the issued and outstanding capital stock of The Federal Manufacturing Company shall be cancelled.

N.B. All of the requirements of Connecticut law relating to the merger of a Connecticut subsidiary into its parent corporation have been complied with.

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
714	714	Common		

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on mailing of copy of Plan of Merger hereby waived by The Entwistle Company, sole shareholder.

FOURTH: Time merger to become effective (§7-1.1-69): March 29, 1974, or upon filing with Rhode Island Secretary of State.

Dated March 28, 1974.

THE ENTWISTLE COMPANY
 By *DR DeCiccio*
 Its President
 and *Thomas E. Robinson*
 Its *Act* Secretary

COMMONWEALTH OF MASSACHUSETTS
~~STATE OF RHODE ISLAND~~
 COUNTY OF MIDDLESEX } Sc.
~~COUNTY OF~~
~~COMMONWEALTH OF MASSACHUSETTS~~

At Hudson in said county on the 28th day of
 March 19 74, before me personally appeared
 Donald R. DeCiccio, who being by me first duly sworn, declared that he is
 the President of The Entwistle Company,
 that he signed the foregoing document as such President of the
 corporation, and that the statements therein contained are true.

Helen Harris
 Notary Public

UNITED STATES DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D. C. 20535

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J. Mason
APR 8 1974