

Filing fee: \$<sup>50</sup>20.00

ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO

THE ENTWISTLE COMPANY ✓

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
The Entwistle Company	Rhode Island
Dietz Machine Works, Inc.	Pennsylvania

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is The Entwistle Company

and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the <sup>directors</sup>~~shareholders~~ of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

1. The names of the corporations proposing to merge are Dietz Machine Works, Inc., a Pennsylvania corporation and The Entwistle Company, a Rhode Island corporation.
2. The corporation into which they propose to merge is The Entwistle Company, a Rhode Island corporation.
3. The terms and conditions of the merger are: Each share of the capital stock of Dietz Machine Works, Inc., shall be automatically cancelled as of the effective date of the merger.
4. The Articles of Incorporation and By-Laws of the surviving corporation shall be unchanged.

FIFTH: As to each of the undersigned corporations, 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>
Dietz Machine Works, Inc.	45	Class A Common	45
	613 2/3	Class B Common	613 2/3

For the reasons set forth in Section 7-1.1-67, General Laws of Rhode Island, the approval of the merger by the stockholders of The Entwistle Company, the surviving corporation, is not required.

SIXTH: 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>
Dietz Machine Works, Inc.	45	0	Class A Common	45	0
	613 2/3	0	Class B Common	613 2/3	0

For the reasons set forth in Section 7-1.1-67, General Laws of Rhode Island, the approval of the merger by the stockholders of The Entwistle Company, the surviving corporation, is not required.

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated September 28, 1973

THE ENTWISTLE COMPANY  
By *Albertin*  
Its President  
and *Robert Davis*  
Its Secretary  
DIETZ MACHINE WORKS, INC.  
By *Albertin*  
Its President  
and *Paul F. Brewer*  
Its Secretary

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

At Hudson, Massachusetts in said County on the 28th day  
of September 1973, before me personally appeared  
Herbert I. Corkin, 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.

*Allen Hanna*  
Notary Public

My Commission Expires November 10, 1978

(NOTARIAL SEAL)

COMMONWEALTH OF MASSACHUSETTS  
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*Allen Hanna*  
Notary Public

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(NOTARIAL SEAL)

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SEP 28-73 <sup>MASS.</sup> STATE 3871 00\*\*\*50.00

*J. M. M.*  
SEP 28 1973

MASSACHUSETTS STATE ARCHIVES  
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