ID Number: _____/ 6 \ / 8____



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)

R & R ASSOCIATES, INC.

3	The name and type (for example, business corporation, non-proof each of the merging or consolidating entities and the states un	fit corporation, limited liability compa der which each is organized are.	ny, limited partnership, etc
	Name of entity	<u>Type of entity</u>	State under which entity is organized
	R & R ASSOCIATES, INC.	CORPORATION	
	PRAIRIE DEVELOPMENT CORPORATION 21496	CORPORATION	RHODE ISLAND RHODE ISLAND
	AUBURNDALE CORPORATION 1592	CORPORATION	RHODE ISLAND
1	The attached Plan of Merger or Consolidation was duly auth	OF ISLAND OFFICE approved and executed by	each could in the more
1	The attached Plan of Merger or Consolidation was duly authorescribed by the laws of the state under which each entity is org	orized, approved, and executed by anized (Attach Plan of Merger or C	each entity in the manner consolidation)
- - - -	The attached Plan of Merger or Consolidation was duly authorescribed by the laws of the state under which each entity is org	orized, approved, and executed by anized (Attach Plan of Merger or C please state the new name tate other than Rhode Island, and such the entity agrees that it may be seron of any domestic entity which is agreet to account agrees of areas its agent to account source of areas.	ch surviving or new entity is rved with process in Rhode a party to the merger or

GENERAL LAWS, AS AMENDED.

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 outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the share .

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING E IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE					
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					
A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited paraother business entity, on request and without cost, to any partner of any domestic limited partnership or any person interest in any other business entity which is to merge or consolidate.	tnership or holding an				
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES					
R & R ASSOCIATES, INC.					
Print Enlity Name					
FRESIDENT PRESIDENT					
Name of person signing Raymond J. Tomasso Title of person signing					
By SECRETARY SECRETARY					
Name of person signing Raymond J. Tomasso Title of person signing					
STATE OF RHODE ISLAND COUNTY OF PROVIDENCE					
In Providence on this 30th day of November 2000 before me	e personally				
appeared Raymond J. Tomasso who, being duly sworn, declared that h					
President and Secretary of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and the foregoing documents of the above-named entity and the above					
authorized agent, and that the statements herein contained are true					
Notary Public Nancy Day Cook To Lay Pu	blue				
FEB 0 2 2001 My Commission Expires: June 24, 2001					
50 0 2 2001 50 0 2 2027					
PRAIRIE DEVELOPMENT CORPORATION Print Entity Name					
Finit Emity Name					
Name of person signing Raymond J. Tomasso Title of person signing					
Name of person signing John P. Tomasso SECRETARY Title of person signing					
STATE OF RHODE ISLAND					
COUNTY OF PROVIDENCE					
In Providence , on this 30th day of November 2000 , before m	ie personally				
appeared Raymond J. Tomasso who, being duly sworn, declared that					
President of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing documents of the above-named entity and that he/she signed the foregoing the above-named entity and the above-named e					
authorized agent, and that the statements herein contained are true					
10. 11. 20 h 7 311 Control Day Cook Notary Public Nancy Day Cook My Commission Expires: June 24, 2001	ublic				
GENERAL STATE OF STAT					

IS A LIN			HE MERGING OR CONSOLIDATING ENTITIES E 7, CHAPTER 13 OF THE RHODE ISLAND		
	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.				
other business entity, o		y partner of any d	e surviving or resulting domestic limited partnership or omestic limited partnership or any person holding an		
SECTION V: TO BE O	COMPLETED BY ALL MERGIN		LIDATING ENTITIES		
		E CORPORATION nt Entity Name	·		
1	. /	•			
By John P	person signing John P. Toma	PRESI			
Name of p	person signing John P. Toma:	sso	Title of person signing		
By Resembrie 7	n. Timusso	SECRE'	TARY		
	person signing Rosemarie M.		Title of person signing		
DUODE TOT					
STATE OF RHODE ISL	-				
COUNTY OF PROVIDE	NCE				
in Provi	dence on this 30t	h day of	November 2000 before me personally		
	 '	uay ui	who, being duly sworn, declared that he/she is the		
appeared <u>John P. T</u>		ve named entity a	and that he/she signed the foregoing document as such		
President	the statements herein contained ar	•			
actionized agent, and that t	The statements herein contained at	7			
		Kane	1 Don Col Totalin Tublic		
		Notary Public N	ancy Dy Cook		
		My Commission	Expires June 24, 2001		
	Driv.	nt Entity Name			
	FIII	in Entity Name			
Ву					
	person signing		Title of person signing		
_	· -				
By	person signing		Title of person signing		
Name of	person signing		Title of person signing		
STATE OF	<u>.</u>				
COUNTY OF					
In	, on this	day of	,, before me personally		
			who, being duly sworn, declared that he/she is the		
			and that he/she signed the foregoing document as such		
authorized agent, and that	the statements herein contained a				
			•		
		Notary Public	-		
		My Commission	Expires:		

PLAN OF MERGER FOR

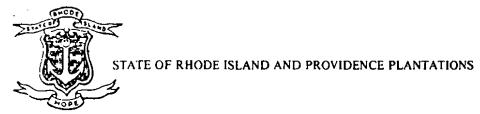
R & R ASSOCIATES, INC., AUBURNDALE CORPORATION AND

PRAIRIE DEVELOPMENT CORPORATION

Under the Plan of Merger unanimously voted upon by the stockholders of R & R Associates, Inc., Prairie Development Corporation and Auburndale Corporation, all Rhode Island corporations:

- (1) The merger shall become effective immediately upon filing with the Rhode Island Secretary of State.
 - (2) R & R Associates, Inc. shall be the surviving corporation.
- (3) R & R Associates, Inc. shall assume all the indebtedness and assets of Prairie Development Corporation and Auburndale Corporation.
- (4) Stockholders of R & R Associates, Inc. shall surrender their present shares and will receive one-third of a share of the merged corporation for each share of R & R Associates, Inc. held prior to the merger.
- (5) Stockholders of Auburndale Corporation will surrender their present shares and receive one-third of a share of the merged corporation for each share of Auburndale Corporation held prior to the merger.
- (6) Stockholders of Prairie Development Corporation will surrender their present shares and receive one-fifteenth of a share of the merged corporation for each share of Prairie Development Corporation held prior to the merger.

10. 14 20 h 7 834



Department of Administration DIVISION OF TAXATION One Capitol Hill Providence, RI 02908-5800

February 1, 2001

TO WHOM IT MAY CONCERN:

Re: AUBURNDALE CORPORATION

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

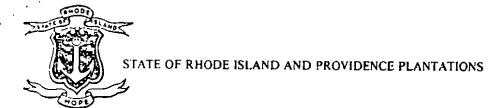
Very truly yours,

R. Gary Clark Tax Administrator

Chief Revenue Agent

Corporations

10, 11, 20 th 7 634



Department of Administration **DIVISION OF TAXATION** One Capitol Hill Providence, RI 02908-5800

February 1, 2001

TO WHOM IT MAY CONCERN:

Re: PRAIRIE DEVELOPMENT CORPORATION

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER – CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark Tax Administrator

Chief Revenue Agent

Corporations

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