

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO**

MARSHALL PROPERTIES, INC.

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)

(See Exhibit A Attached)

GERALD PARASCANDOLO
COUNSELOR AT LAW

TILTINGHAST, COLLINS & GRAHAM
ONE OLD STONE SQUARE
PROVIDENCE, RHODE ISLAND 02903 (401)456-1200

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>
*100	100	Common \$1.00 par value	N/A	N/A

*THREE M SERVICES, INC.

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on (waived by MARSHALL PROPERTIES, INC., the sole shareholder)

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

Dated December 27, 1986.

MARSHALL PROPERTIES, INC.

By

Its

President

and

Its

Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 27th day of December 1986, before me personally appeared J. Ralph McGonigle, who being by me first duly sworn, declared that he is the President of MARSHALL PROPERTIES, INC., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

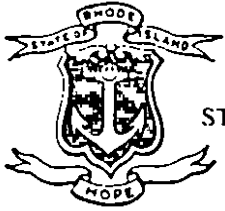
[Signature]
Notary Public

My Commission Expires
June 30, 1991

DEC 31 1986

	CP50	50.00
	CHEK	50.00
01/06/87 PAID	0103A001	

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

December 23, 1992

TO WHOM IT MAY CONCERN:

Re: MARSHALL PROPERTIES, INC.

It appears from our records that the abovenamed corporation has filed all of 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 abovenamed corporation for the purpose of:

MERGER - THE CORPORATION IS A NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

Exhibit A

PLAN OF MERGER

Plan of Merger adopted on this 26th day of December, 1986 by MARSHALL PROPERTIES, INC., a Rhode Island corporation ("Properties" or the "Surviving Corporation"), with respect to the proposed merger of THREE M SERVICES, INC. ("Three M") a Rhode Island corporation and a wholly-owned subsidiary of Properties, with and into Properties pursuant to the provisions of Section 7-1.1-68.1 of the General Laws of Rhode Island, 1956, as amended (the "General Laws"),

W I T N E S S E T H:

WHEREAS, the authorized capital stock of Properties consists of 8,000 shares of \$1.00 par value common stock of which 100 shares are issued and outstanding;

WHEREAS, the authorized capital stock of Three M consists of 8,000 shares of \$1.00 par value common stock of which 100 shares are issued and outstanding;

WHEREAS, Properties owns all of the issued and outstanding shares of common stock of Three M; and

WHEREAS, the Board of Directors of Properties has determined that it is advisable and in the best interest of Properties, Three M and the shareholders of Properties that Three M be merged with and into Properties pursuant to the provisions of said Section 7-1.1-68.1 of the General Laws;

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NOW, THEREFORE, in accordance with the applicable provisions of the General Laws, the directors of Properties have determined that:

1. At the Effective Time of the Merger (as hereinafter defined), Three M shall be merged with and into Properties under the laws of the State of Rhode Island (the "Merger"). Properties shall be the Surviving Corporation, and the identity, existence, powers, objects, franchises, rights and immunities of Properties, shall be unaffected and unimpaired by the Merger. At the Effective Time of the Merger, the separate existence of Three M, except insofar as such separate existence may be continued by statute, shall cease.

2. The terms and conditions of the Merger are as follows:

2.1 At the Effective Time of the Merger, the Articles of Incorporation and the bylaws of Properties, as the same exist at the Effective Time of the Merger, shall be the Articles of Incorporation and the bylaws of the Surviving Corporation.

2.2 The directors of Properties at the Effective Time of the Merger shall continue to be the directors of the Surviving Corporation until their successors are elected and qualified in accordance with the bylaws of the Surviving Corporation.

2.3 The officers of Properties at the Effective Time of the Merger shall continue in office as the officers of the Surviving Corporation and shall hold office until their respective successors are elected and qualified in accordance with the bylaws of the Surviving Corporation.

2.4 At the Effective Time of the Merger, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of Three M, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due to Three M, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in Three M shall not revert or be in any way impaired by reason of said Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation, shall thenceforth be responsible and liable for all the liabilities and obligations of Three M; and any claim existing or action or proceeding pending by or against Three M may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of Three M.

3. Since Properties owns all of the issued and outstanding shares of Three M, all of such issued and outstanding shares shall be cancelled at the Effective Time of the Merger, and no shares of stock of Properties shall be issued in conversion therefor or with respect thereto.

4. Upon the approval of this Plan of Merger by the Board of Directors of Properties and upon execution and delivery of the same, Articles of Merger shall be executed and filed with the Secretary of State of Rhode Island in accordance with Chapter 7-1.1 of the General Laws, together with a copy of this Plan of Merger as authorized, approved, signed and delivered.

5. To the extent permitted by law, from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, Three M shall execute, seal and deliver, or cause to be executed, sealed and delivered, all such deeds, documents and instruments, or shall take or cause to be taken, such further acts or other actions as the Surviving Corporation may deem necessary or desirable, in order to vest in and confirm to the Surviving Corporation title to, and possession of, any property of Three M acquired by reason of and as a result of the Merger provided for herein, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of Three M and the proper officers and directors of Properties are fully authorized and directed in the name of Three M or otherwise to take any and all such action.

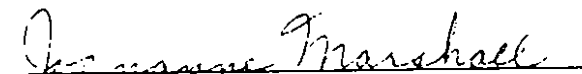
6. The Effective Time of the Merger provided for in this Plan of Merger shall be such time as Articles of Merger with respect to the Merger are filed with the Secretary of State of Rhode Island as required by applicable provisions of the General Laws.

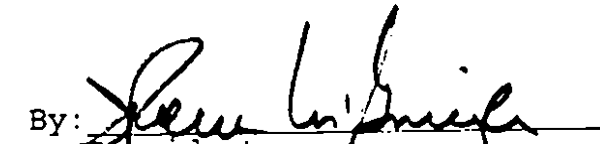
7. As the sole shareholder of Three M, Properties does hereby waive its right to be mailed a copy of this Plan of Merger pursuant to Section 7-1.1-68.1 of the General Laws, and hereby consents to the filing of duplicate Articles of Merger with the Secretary of State of Rhode Island as soon as practicable after the adoption hereof by its Board of Directors.

IN WITNESS WHEREOF, MARSHALL PROPERTIES, INC., pursuant to the approval and authority given by its Board of Directors, has caused this Plan of Merger to be signed by its duly authorized officers as of the date first above written.

Attest:

MARSHALL PROPERTIES, INC.


Secretary

By: 
President