



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)

Jan Co. Central, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Jan Co. Central, Inc. (Business Corporation, Rhode Island) and Bel-Jan Inc. (Business Corporation, Massachusetts).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Jan Co. Central, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) October 1, 2000

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. 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 shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Jan Co. Central, Inc.	100	common	100
Bel-Jan Inc.	1,000	common	1,000

b. 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 voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Jan Co. Central, Inc.	100	-0-	common	100	-0-
Bel-Jan Inc.	1,000	-0-	common	1,000	-0-

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND 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:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Jan Co. Central, Inc.

Print Entity Name

By: [Signature]  
Name of person signing

President  
Title of person signing

By: [Signature]  
Name of person signing

Secretary  
Title of person signing

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In CRANSTON, on this 22<sup>ND</sup> day of SEPTEMBER, 2000, before me personally appeared WILLIAM JANIKIES who, being duly sworn, declared that he/she is the PRESIDENT of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: 4/5/03

Bel-Jan Inc.

Print Entity Name

By: [Signature]  
Name of person signing

President  
Title of person signing

By: [Signature]  
Name of person signing

Clerk  
Title of person signing

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In CRANSTON, on this 22<sup>ND</sup> day of SEPTEMBER, 2000, before me personally appeared NICHOLAS W. JANIKIES who, being duly sworn, declared that he/she is the PRESIDENT of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: 4/5/03

FILED  
SEP 21 2000  
[Signature]

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER entered into as of the day of October 1, 2000, made pursuant to Title 7, Chapter 1.1, of the Rhode Island Business Corporation Act between Jan Co. Central, Inc., a Rhode Island corporation having its principal place of business in the City of Cranston, County of Providence and State of Rhode Island, said company is hereinafter referred to as "Jan Co Central", and Bel-Jan, Inc., a Massachusetts corporation having its principal place of business in the Town of Saugus, in the County of Essex and State of Massachusetts, said company is hereinafter referred to as "Bel-Jan".

WITNESSETH

WHEREAS, Melissa Janikies, William Janikies, Cynthia Janikies Simonson, Jonathan Janikies, being the holders of one hundred percent (100%) of the issued and outstanding capital stock of Jan Co Central; and

WHEREAS, Melissa Janikies, William Janikies, Cynthia Janikies Simonson, Jonathan Janikies, and Joseph Beltramini, being the holders of one hundred percent (100%) of the issued and outstanding capital stock of Bel-Jan; and

WHEREAS, Jan Co Central and Bel-Jan deem it advisable and in the interest of its stockholders that they merge into a single corporation.

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STATE OF MASSACHUSETTS  
SEP 27 2000

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the parties do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

1. Bel-Jan shall be and hereby is merged into Jan Co Central.
2. Jan Co Central (hereinafter sometimes called the "Surviving Corporation") shall continue to exist under and by virtue of, and shall be governed by, the laws of the State of Rhode Island.
3. The Surviving Corporation shall be known by the name of Jan Co. Central, Inc.
4. The Surviving Corporation shall be located in the City of Cranston, in the County of Providence and State of Rhode Island.
5. The purposes for which the Surviving Corporation is organized are:  
  
To own, conduct, operate, maintain, and carry on a food service business, restaurants, cabarets, night clubs, taverns, and to sell and dispense foods, beverages, and liquids of all kinds and to do any and all things necessary and pertaining to said business. To buy, sell and lease real estate. To carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Act of the State of Rhode Island, whether or not related to those referred to in the foregoing sentences.
6. The authorized capital stock of the Surviving Corporation shall be One Hundred (100) shares of common stock, without par value, each share with one vote.
7. No stock (or portions thereof) shall be issued by the Surviving Corporation in exchange for shares of stock of Bel-Jan.
8. Each share of common stock of the Surviving Corporation shall be entitled to one vote.

9. The period of duration of the Surviving Corporation shall be perpetual.
10. The articles of incorporation and bylaws of Jan Co Central shall remain and be the articles of incorporation and bylaws of the Surviving Corporation except as amended hereby and until the same shall be altered or amended according to the provisions of the laws of the State of Rhode Island.
11. The officers of Jan Co Central shall be the officers of the Surviving Corporation and shall continue in office until their successors shall have been duly elected and qualified.
12. Any and all of the common stock of Bel-Jan, whether held in its treasury or not at the effective time of the merger shall be cancelled.
13. Upon the merger becoming effective, all the property rights, privileges, franchises, patents, trade secret processes, trademarks, licenses, powers, real and personal property and other assets of every kind and description of Bel-Jan shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed; and all property, rights and every other interest of the Surviving Corporation and Bel-Jan shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and Bel-Jan respectively. Bel-Jan agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action 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 and all property of Bel-Jan acquired

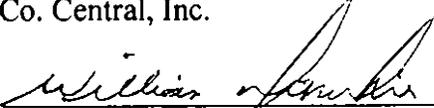
or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers of Bel-Jan and the proper officers of the Surviving Corporation are fully authorized in the name of Bel-Jan or otherwise to take any and all such action.

14. The Surviving Corporation assumes and agrees to pay and satisfy in accordance with their terms all debts, liabilities and obligations of Bel-Jan and all rights of creditors and liens upon the property of Bel-Jan shall be preserved unimpaired and all debts, liabilities and duties of Bel-Jan from and after the date of merger shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

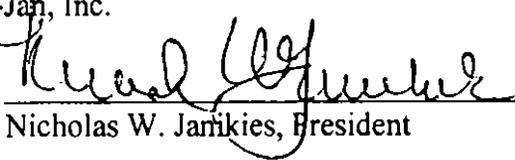
15. This Agreement shall be filed in the Office of the Secretary of State in the State of Rhode Island. The merger provided for herein shall become effective on filing.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective corporate officers hereunto duly authorized as of the day and year first above set forth.

Jan Co. Central, Inc.

By:   
William N. Janikies, President

Bel-Jan, Inc.

By:   
Nicholas W. Janikies, President