

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

Jan Co. Central, Inc.

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

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

Attached hereto as Exhibit "A"

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), 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:

54768

<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>
Jan Co. Central, Inc.	100	Common	85
The Jan Companies	1,000	Common	400

THIRD: 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>
Jan Co. Central, Inc.	85	- 0 -	Common	85	- 0 -
The Jan Companies	400	- 0 -	Common	400	- 0 -

FOURTH: Time merger to become effective (§ 7-1.1-69): October 1, 1991

Dated October 1, 1991

Jan Co. Central, Inc.
 By [Signature]
 Its President
 and [Signature]
 Its Secretary
 The Jan Companies
 By [Signature]
 Its President
 and [Signature]
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Cranston in said County on the 1st day of
October 19 91, before me personally appeared Nicholas W.
Janikies, who being by me first duly sworn, declared that he is
the President of Jan Co. Central, Inc. & The Jan Companies
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Antoinette M. Luchetta
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Cranston in said county on the 1st day of
October 19 91, before me personally appeared
Lesley Rich, who being by me first duly sworn, declared that he is
the Secretary of Jan Co. Central, Inc. & The Jan Companies
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Antoinette M. Luchetta
Notary Public

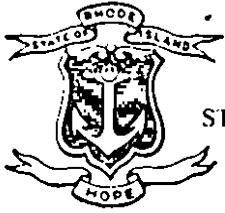
(NOTARIAL SEAL)

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~~SECRETARY OF STATE~~
~~CORPORATIONS DIV.~~

~~1992 MAY 5 1 38 PM '92~~

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Filed & Filed MAY 5 1992



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

April 17, 1992

TO WHOM IT MAY CONCERN:

Re: THE JAN COMPANIES

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:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

Thomas G. Clark
Tax Administrator

Ernest A. DeAngelis

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

MAY 5 1 38 PM '92

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER entered into as of the day of October 1, 1991, 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-Central", and The Jan Companies, a Rhode Island corporation having its principal place of business in the City of Cranston, in the County of Providence and State of Rhode Island, said company is hereinafter referred to as "Jan".

W I T N E S S E T H

WHEREAS, Stephen B. Forman, et al, as Trustees are the holders of one hundred percent (100%) of the issued and outstanding capital stock of "Jan-Central" and "Jan" and

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

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. "Jan" shall be and hereby is merged into "Jan-Central".
2. "Jan-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 Thousand (1000) 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 "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-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-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 "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 "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 "Jan" shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and "Jan" respectively. "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 "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 "Jan" and the proper officers of

the Surviving Corporation are fully authorized in the name of "Jan" or otherwise to take any and all such action.

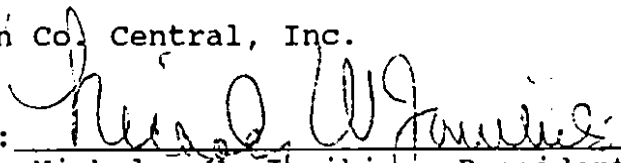
14. The Surviving Corporation assumes and agrees to pay and satisfy in accordance with their terms all debts, liabilities and obligations of "Jan" and all rights of creditors and liens upon the property of "Jan" shall be preserved unimpaired and all debts, liabilities and duties of "Jan" from and after 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.

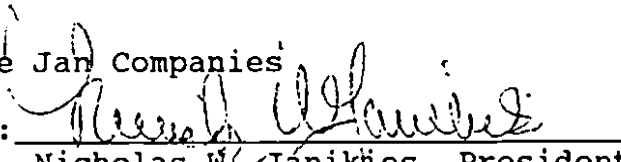
Jan Co. Central, Inc.

By:


Nicholas W. Janikies, President

The Jan Companies

By:


Nicholas W. Janikies, President