

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

TACO, INC., a New York corporation

25023

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>
Unipas Incorporated	Rhode Island
TACO, INC. TACO, INC.	New York

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

THIRD: The name of the surviving corporation is ~~TACO, INC.~~ TACO, INC.

and it is to be governed by the laws of the State of New York.

FOURTH: The following Plan of Merger was approved by the 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)

(See attached Exhibit "A")

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>
Unipas Incorporated	900	Common	400
		Preferred	500
Taco, Inc.	50	None	

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>Number of Shares</u>		<u>Entitled to Vote as a Class</u>		
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Unipas Incorporated	900	0	Common	400	0
			Preferred	500	0
Taco, Inc.	50	0	None		

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 July 20, 1984

Taco, Inc.
By *John Hazen White*
Its President

and Dorothy G. Kramer
Its Secretary

Unipas Incorporated

By *John Hazen White*
Its President

and Dorothy G. Kramer
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Cranston in said County on the 20th day
of July 1984, before me personally appeared
John Hazen White, who being by me first duly sworn, declared that he
is the President of Taco, Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Cheryl Asquino
Notary Public

MY COMMISSION EXPIRES 6/30/86

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Cranston in said County on the 20th day
of July 1984, before me personally appeared
John Hazen White, who being by me first duly sworn, declared that he
is the President of Unipas Incorporated,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Cheryl Asquino
Notary Public

MY COMMISSION EXPIRES 6/30/86

(NOTARIAL SEAL)

EXHIBIT "A"

PLAN OF MERGER

PLAN OF MERGER made this 20th day of July, 1984,
by and between TACO, INC., a New York corporation, (hereinafter
"TACO"), and UNIPAS INCORPORATED, a Rhode Island corporation (here-
inafter "UNIPAS"), and each having a usual place of business in
Cranston, Rhode Island.

WHEREAS, each of the parties hereto deem it to be in its
best interests that the parties merge into a single corporation
with TACO as the surviving corporation;

NOW, THEREFORE, in consideration of the mutual covenants and
provisions herein contained, the parties hereto hereby agree as
follows:

FIRST: (a) The name of each constituent corporation is as
follows: TACO, Inc., a New York corporation, originally organized
as "Taco Heaters, Incorporated", and Unipas Incorporated, a Rhode
Island corporation.

(b) The name of the surviving corporation is TACO,
Inc.

SECOND: As to each constituent corporation, the designation
and number of outstanding shares of each class and series and the
voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstand- ing</u>	<u>Class or Series of Shares en- titled to Vote</u>	<u>Shares entitled to vote as a class or series</u>
TACO, Inc.	50 shares common without par value	N/A	None
Unipas Incorporated	400 shares common without par value	Common and Preferred	400 500
	500 shares preferred without par value		

THIRD: The terms and conditions of the merger, including the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation, are as follows:

(a) The officers of TACO in office at the time this merger shall take effect shall continue to be and shall constitute the officers of the surviving corporation, each to hold office until the election and qualification of their successors;

(b) The directors of TACO in office at the time this merger shall take effect shall continue to be and shall constitute the Board of Directors of the surviving corporation;

(c) The Certificate of Incorporation of TACO shall be the Certificate of Incorporation of the surviving corporation;

(d) The By-Laws of TACO shall be the By-Laws of the surviving corporation;

(e) Each of the 50 shares of the common stock without par value of TACO presently issued and outstanding shall remain outstanding;

(f) The 400 shares of common stock without par value of UNIPAS will be cancelled in redemption by UNIPAS immediately prior to the merger and the 500 shares of preferred stock without par value of UNIPAS shall be converted into two (2) shares of the common capital stock of The John Hazen White Corporation, a Rhode Island corporation which owns ninety (90) per cent of Taco.

FOURTH: There will be no amendments or changes to the Certificate of Incorporation of the surviving corporation as a result of this merger.

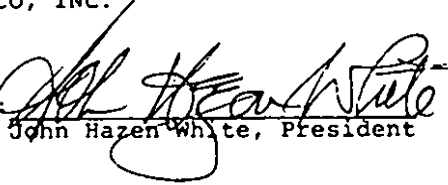
FIFTH: The merger shall be effective as of the close of business on July 31, 1984.

SIXTH: At any time before the effective date of this merger, this Plan may be abandoned by either of the constituent corporations, provided that notwithstanding said power to abandon, the Plan shall be fully effective from and after the date of its adoption in the event that there shall be no such abandonment.

IN WITNESS WHEREOF, TACO and UNIPAS have each caused this Plan of Merger to be signed with its name and its corporate seal to be hereunto affixed by its President on the day and year first above written.

TACO, INC.

By:


John Hazen White, President

UNIPAS INCORPORATED

By:


John Hazen White, President

255

CF50 50.00
CHECK 50.00
07/25/84 PAID 0082A001

JUL 25 1984 *hp* @ 12:00