

Filing fee: ~~50.00~~ ^{100.00}

56025

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

BUFFINTON BOX CORP.

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:

Name of Corporation	State
Buffinton Box Corp.	Rhode Island
Northeast Folding Box, Inc.	Massachusetts

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

THIRD: The name of the surviving corporation is **Buffinton Box Corp.**

and it is to be governed by the laws of the State of **Rhode Island**

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 Exhibit "A" Appended Hereto

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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>	Number of Shares Outstanding	Entitled to Vote as a Class	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Buffinton Box Corp.	1000		
Northeast Folding Box, Inc.	720		

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>	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Buffinton Box Corp.	1000	0			
Northeast Folding Box, Inc.	720	0			

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 November 25, 1994

Buffinton Box Corp.
By *Leo L. Cesareo*
Its President
and *Julia C. Cesareo*
Its Secretary

Northeast Folding Box, Inc.
By *Leo L. Cesareo*
Its President
and *Julia C. Cesareo*
Its Secretary

STATE OF Massachusetts }
COUNTY OF Norfolk } Sc.

At Walpole in said County on the 25 day
of November 1994, before me personally appeared
Leo L. Cesareo, who being by me first duly sworn, declared that he
is the President of Buffinton Box Corp.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Stephen A. Hancock
Notary Public

(NOTARIAL SEAL)

STATE OF Massachusetts }
COUNTY OF Norfolk } Sc.

At Walpole, MA in said County on the 25 day
of November 1994, before me personally appeared
Leo L. Cesareo, who being by me first duly sworn, declared that he
is the President of Northeast Folding Box, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Stephen A. Hancock
Notary Public

(NOTARIAL SEAL)

AGREEMENT OF MERGER

AGREEMENT OF MERGER dated ^{November 21}~~October~~, 1994 by and between **Buffinton Box Corp.** ("hereafter "BBC"), a Rhode Island Corporation and **Northeast Folding Box, Inc.** (hereafter "Northeast"), a Massachusetts corporation.

Whereas, BBC and Northeast deem it in the best interests of the corporations and their respective shareholders that Northeast merge into BBC since both corporations are engaged in the same business lines and there are shareholders common to both corporations; and

Whereas, the principals of the corporations have determined that the best interests of the corporations' shareholders will best be served by having BBC survive and Northeast dissolved;

Now, Therefore, the corporations, each in consideration of the other party joining in the execution and delivery of this Agreement hereby act and agree as follows:

1. **Merger and Surviving Corporation**

On the effective date of the merger, Northeast shall be merged into BBC and BBC shall be the surviving corporation and the separate existence of Northeast shall cease.

2. **Purposes of Surviving Corporation**

The purpose of BBC shall be as stated in its' Articles of Organization. Said purpose shall include but shall not be limited to the manufacturing of folding paper boxes and the performance of such other acts as are reasonably related thereto.

3. **Capital Structure of Surviving Corporation**

The surviving corporation is authorized to issue an aggregate of One Thousand (1,000) shares of No Par Value Common Stock.

4. **Conversion of Shares**

On the effective date of the merger, all of the issued and outstanding shares of the common stock of Northeast shall be tendered to BBC which shall issue therefore 2000 shares of its fully paid and non-assessable common stock in exchange for the tendered shares of Northeast.

The common shares of BBC now issued and outstanding shall be unaffected by this merger.

5. **Articles of Organization and By-Laws**

The Articles of Organization and By-Laws of BBC, in effect on the merger date, shall be the Articles of Organization and By-Laws of the surviving corporation.

6. **Officers and Directors**

The Directors and Officers of BBC shall continue to serve in the same capacities until they have resigned or have been removed.

7. **Stockholder Approval**

The approval of the stockholders being required to effectuate this Agreement, it shall be presented at a meeting called for that purpose.

8. **Effective Date**

The effective date of merger shall be October 31, 1994 regardless of when the Articles of Merger are filed.

9. **Articles of Merger**

Upon the approval of this Agreement by One Hundred Percent (100%) of the shareholders of both corporations, Articles of Merger shall be filed with, as required, the State of Rhode Island and Commonwealth of Massachusetts.

WITNESS the execution hereof under seal on the day and date first written above.

BUFFINTON BOX CORP.



President



Treasurer

NORTHEAST FOLDING BOX, INC.



President



Treasurer