



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

SEP 09 1999

By [Signature]

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

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

SECTION 1: 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 BT Property, LLC (Delaware) and Burdence Corporation (Rhode Island).

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 BT Property, LLC which is to be governed by the laws of the State of Delaware

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: N/A

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: CT Corporation System, 10 Weybosset St., Providence, Rhode Island 02903

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 upon filing (if upon filing, so state)

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

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>
Burdence Corporation	1,000	Common	1,000
BT Property, LLC	1	Membership Interest	1

b If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approved 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>
Burdence Corporation	1,000	-0-	Common	1,000	-0-
BT Property, LLC	1	-0-	Membership Interest	1	-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>
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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

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

Burdence Corporation
Entity name

By Terry L Kremer
Name of person signing

Vice President
Title of person signing

By Elizabeth W Calvert
Name of person signing

Assistant Secretary
Title of person signing

STATE OF
COUNTY OF

In _____ on this 31st day of August, 1999, before me personally appeared Terry L. Kremer and Elizabeth W. Calvert, who being duly sworn declared that he/she is the Vice President and Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true

Beth Ellen DeMico
Notary Public
My Commission Expires Notary Public, Cobb County, Georgia
My Commission Expires Feb. 11, 2001

By [Signature]
Name of person signing

B.T. Property, LLC
Entity Name

Manager
Title of person signing

By _____
Name of person signing

Title of person signing

STATE OF
COUNTY OF

In _____ on this 31st day of August, 1999, before me personally appeared Maurice M. Agresta, who being duly sworn declared that he/she is the Manager of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements therein contained are true

Beth Ellen DeMico
Notary Public
My Commission Expires Notary Public, Cobb County, Georgia
My Commission Expires Feb. 11, 2001

PLAN OF MERGER

Pursuant to this Plan of Merger (the "Plan of Merger"), Burdence Corporation, a Rhode Island corporation, shall be merged with and into BT Property, LLC, a Delaware limited liability company.

SECTION 1 DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean the date on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the States of Rhode Island and Delaware, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving LLC. "Surviving LLC" shall refer to BT Property, LLC, which, subsequent to the Merger contemplated by this Plan of Merger, shall continue to be known as BT Property, LLC in accordance with Section 2.1 of this Plan of Merger.

1.3 Non-surviving Corporation. "Non-surviving Corporation" shall refer to Burdence Corporation.

1.4 Merger. "Merger" shall mean the merger of the Non-surviving Corporation with and into the Surviving LLC as provided in Section 2.1 of this Plan of Merger.

SECTION 2 CORPORATE EXISTENCE OF SURVIVING LLC AND EFFECT OF TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the States of Rhode Island and Delaware and subject to the terms and conditions set forth in this Plan of Merger, the Non-surviving Corporation shall, on the Effective Date, be merged with and into BT Property, LLC, which shall be the Surviving LLC and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name BT Property, LLC.

2.2 Effective Date. The Merger contemplated by this Plan of Merger shall become effective upon the date of filing.

2.3 Certificate of Formation. The Certificate of Formation of the Surviving LLC as it shall exist on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of the Merger.

2.4 Operating Agreement. The Operating Agreement of the Surviving LLC, as it shall exist on the Effective Date shall be and remain the Operating Agreement of the Surviving LLC until altered or amended as provided in such Operating Agreement.

2.5 Managers The managers of BT Property, LLC shall continue to serve as the managers of the Surviving LLC, and shall hold office from and after the Effective Date until their respective successors are elected and qualify

2.6 Officers The officers of BT Property, LLC shall continue to serve as the officers of the Surviving LLC, and shall hold office from and after the Effective Date until their respective successors are elected and qualify.

SECTION 3
MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Non-surviving Corporation shall be canceled and cease to exist by virtue of the Merger on the Effective Date. The issued and outstanding shares of the Surviving LLC shall remain issued and outstanding and shall be unaffected by the Merger.

IN WITNESS WHEREOF, the undersigned corporations have caused this Plan of Merger to be executed by their duly authorized officers this 31st day of August, 1999

BURDENCE CORPORATION

By: Elizabeth W. Culvert
Name: Elizabeth W. Culvert
Title: Assistant Secretary

BT PROPERTY, LLC

By: Elizabeth W. Culvert
Name: Elizabeth W. Culvert
Title: Assistant Secretary



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

August 6, 1999

TO WHOM IT MAY CONCERN:

Re: BURDENCE CORPORATION

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

A MERGER – CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations