

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:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
Bernardo, Inc.	One Hundred (100)		N/A
Orient Express, Ltd.	Five Hundred (500)		N/A
Winkler Associates, Inc.	One Hundred (100)		N/A

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>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>
Bernardo, Inc.	100			
Orient Express, Ltd.	500			
Winkler Associates, Inc.	100			

FOURTH: Time Consolidation to become effective (§ 7-1.1-69) July 1, 1993

Dated June 29, 1993

WINKLER ASSOCIATES, INC.

By [Signature]

Its President

and [Signature]

Its Secretary

BERNARDO, INC.

By [Signature]

Its President

and [Signature]

Its Secretary

ORIENT EXPRESS, LTD.

By [Signature]

Its President

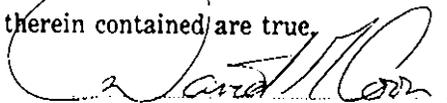
and [Signature]

Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on the 29th day
of June 1993, before me personally appeared Norma
Winkler, who being by me first duly sworn, declared that she is
the President of BERNARDO, INC.,
that she signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

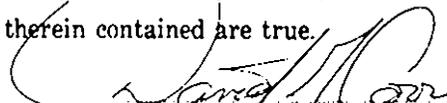

Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE
At Providence

} Sc.

in said County on the 29th day
of June 1993, before me personally appeared Bernard
Maceroni, who being by me first duly sworn, declared that he is
the President of ORIENT EXPRESS, LTD.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND)
(
COUNTY OF PROVIDENCE)

At Providence in said County on the 29th day
of June 1993, before me personally appeared Norma
Winkler, who being by me first duly sworn, declared
that she is the President of WINKLER ASSOCIATES, INC., that she
signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

REC'D & FILED JUN 20 1993
RECEIVED
SECRETARY OF STATE
JUN 29 3 10 PM '93



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

August 13, 1993

TO WHOM IT MAY CONCERN:

Re: BERNARDO, INC.

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,

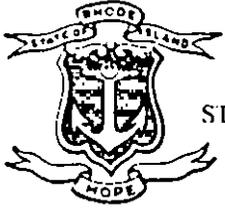
Handwritten signature of R. Gary Clark in black ink.

R. Gary Clark
Tax Administrator

Handwritten signature of Ernest A. DeAngelis in black ink.

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

FILED & RECORDED JUN 29 1993



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

August 13, 1993

TO WHOM IT MAY CONCERN:

Re: ORIENT EXPRESS, LTD.

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,

Handwritten signature of R. Gary Clark in black ink.

R. Gary Clark
Tax Administrator

Handwritten signature of Ernest A. DeAngelis in black ink.

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

REC'D & FILED JUN 29 1993



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

August 13, 1993

TO WHOM IT MAY CONCERN:

Re: WINKLER ASSOCIATES, INC.

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,

Handwritten signature of R. Gary Clark in black ink.

R. Gary Clark
Tax Administrator

Handwritten signature of Ernest A. DeAngelis in black ink.

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

Rec'd & Filed JUN 29 1993