



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)
Capitol Painting Inc.

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

SECTION I: 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 Capitol Painting Inc. and Brousseau Interior Contractors, Inc.

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 Capitol Painting Inc. 3529 which is to be governed by the laws of the state of Rhode Island

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: N/A

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 (if upon filing, so state) upon filing

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>
Capitol Painting, Inc.	200		
Brousseau Interior Contractors, Inc.	200		

b. 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 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>
Capitol Painting, Inc.	200	0			
Brousseau Interior Contractors, Inc.	200	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>

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.

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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

Capitol Painting Inc.

Print Entity Name

By: Leo F. Brousseau, Jr. President
 Name of person signing, Leo F. Brousseau, Jr. Title of person signing

By: Gail E. Brousseau Secretary
 Name of person signing, Gail E. Brousseau Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 28th day of December, 2000, before me personally appeared Leo F. Brousseau, Jr. who, being duly sworn, declared that he is the President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.

MICHAEL R. McELROY ESQ.
NOTARY PUBLIC
 My Commission Expires 6-16-01

[Signature]
 Notary Public
 My Commission Expires: _____

Brousseau Interior Contractors, Inc.

Print Entity Name

By: Leo F. Brousseau, Jr. President
 Name of person signing, Leo F. Brousseau, Jr. Title of person signing

By: Gail E. Brousseau Secretary
 Name of person signing, Gail E. Brousseau Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 28th day of December, 2000, before me personally appeared Leo F. Brousseau, Jr. who, being duly sworn, declared that he is the President of the above-named entity and that he signed the foregoing document as such authorized agent, and that the statements herein contained are true.

MICHAEL R. McELROY ESQ.
NOTARY PUBLIC
 My Commission Expires 6-16-01

[Signature]
 Notary Public
 My Commission Expires: _____

JAN 11 10 11 AM '01
 RECEIVED
 SECRETARY OF STATE
 CONCORDANCE DIV.

FILED
 JAN 11 2001
 BY 224256868

PLAN OF MERGER
MERGING BROUSSEAU INTERIOR CONTRACTORS, INC.
INTO CAPITOL PAINTING INC.

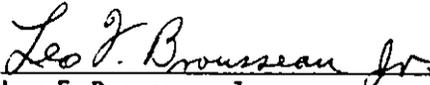
The following is a Plan of Merger pursuant to R.I.G.L. § 7-1.1-65, 7-1.1-67, 7-1.1-68, 7-1.1-69, and 7-1.1-73:

1. The names of the corporations proposing to merge are: Brousseau Interior Contractors, Inc., is merging into Capitol Painting Inc. The name of the corporation into which the corporations propose to merge is: Capitol Painting Inc., which will be the surviving corporation and is hereinafter designated as the surviving corporation.

2. The terms and conditions of the proposed merger are: Brousseau Interior Contractors, Inc. will merge fully and completely into Capitol Painting Inc., and Capitol Painting Inc. will succeed to all assets and liabilities of Brousseau Interior Contractors, Inc., and Brousseau Interior Contractors, Inc. will cease to exist as a corporation upon the issuance of a Certificate of Merger by the Secretary of State pursuant to Articles of Merger filed with the Secretary of State.

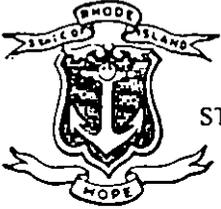
3. The manner and basis of converting the shares of each merging corporation into shares of the surviving corporation is as follows: The stock of Brousseau Interior Contractors, Inc. is 100% owned by Leo F. Brousseau, Jr. and his wife Gail E. Brousseau. The stock of Capitol Painting Inc. is also 100% owned by Leo F. Brousseau, Jr. and Gail E. Brousseau. Accordingly, upon the effectuation of the merger of Brousseau Interior Contractors, Inc. into Capitol Painting Inc., the stock currently owned by Leo F. Brousseau, Jr. and Gail E. Brousseau in Capitol Painting Inc. will remain as the sole stock owned by Leo F. Brousseau, Jr. and Gail E. Brousseau in these corporations and will continue to represent 100% ownership of Capitol Painting Inc., the surviving corporation.

4. The Articles of Incorporation of Capitol Painting Inc. shall be the Articles of Incorporation of the surviving corporation.


Leo F. Brousseau, Jr.
President, Director, and 50% shareholder
of Brousseau Interior Contractors, Inc. and
Capitol Painting Inc.


Gail E. Brousseau
Secretary, Director, and 50% shareholder of
Brousseau Interior Contractors, Inc. and
Capitol Painting Inc.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

January 10, 2001

TO WHOM IT MAY CONCERN:

Re: BROUSSEAU INTERIOR CONTRACTORS, INC.

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-COOPERATION IS A NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
JAN 11 1 00 PM '01