

Filing Fee: \$100.00
(Domestic Survivor/New Corporation)

Corp. ID # _____

Filing Fee: \$150.00
(Foreign Survivor/New Corporation)

MERGER
 CONSOLIDATION



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

AVC, INC.

(Name of the surviving or new corporation)

Pursuant to the provisions set forth in Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one corporation:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
AVC, INC.	Rhode Island
ART-VAC CORP.	New Hampshire

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

THIRD: The name of the surviving or new corporation is AVC, INC.

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

FOURTH: The following Plan of Merger or Consolidation 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 or Consolidation)

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NOV 17 1994
BY [Signature]
173778

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>
AVC, INC.	100	N/A	
ART-VAC CORP.	200	N/A	

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>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>
AVC, INC.	100	0			
ART-VAC CORP.	200	0	N/A		

SEVENTH: If the surviving or new 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 or new 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 September 24, 19 97

AVC, INC. Corporate Name
By Herbert B. Marshon Signature of President or Vice-President
and [Signature] Signature of Secretary or Assistant Secretary

ART-VAC CORP. Corporate Name
By Solomon A. Marshon Signature of President or Vice-President
and Solomon A. Marshon Signature of Secretary or Assistant Secretary

STATE OF RHODE ISLAND

} Sc.

COUNTY OF PROVIDENCE

At Providence in said County on the 24th day of September 19 97, before me personally appeared Herbert B. Marshon, who being by me first duly sworn, declared that he/she is the President of AVC, INC. that he/she signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature] Notary Public

(NOTARIAL SEAL)

COMMONWEALTH OF MASSACHUSETTS
STATE OF ~~RHODE ISLAND~~

} Sc.

COUNTY OF ~~PROVIDENCE~~ ESSEX

At HAVERHILL in said County on the TWENTY-FIFTH day of September 19 97, before me personally appeared Solomon A. Marshon, who being by me first duly sworn, declared that he/she is the President of ART-VAC CORP. that he/she signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature] Notary Public
My Commission Expires 10/6/2000

(NOTARIAL SEAL)

**PLAN AND AGREEMENT OF MERGER
AVC, INC.
and
ART-VAC CORP.**

September 17, 1997

THIS AGREEMENT, made this 17th day of September, 1997, between AVC, INC. (hereinafter sometimes referred to as the "Surviving Corporation") and ART-VAC CORP. (hereinafter sometimes referred to as "ArtVac").

WITNESSETH:

WHEREAS, AVC, INC. was duly incorporated under the laws of Rhode Island on September 16, 1997 and continuously since that date has been and now is a corporation existing under and by virtue of the laws of said State. AVC, INC. has an authorized capital stock of One Thousand (1,000) shares of common stock with \$1.00 par value, of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, ART-VAC CORP. was duly incorporated under the laws of the State of New Hampshire on April 21, 1969 and continuously since that last mentioned date has been and now is a corporation existing under and by virtue of the laws of said State of New Hampshire having an authorized capital stock of Eleven Hundred (1,100) shares of common stock, no par value, of which Two Hundred (200) shares are issued and outstanding; and

WHEREAS, the stockholders of these companies deem it advisable and in the best interests of their respective companies that AVC, INC. merge with ART-VAC CORP. and that the surviving corporation shall be AVC, INC.

NOW THEREFORE, it is agreed:

1. **Effective Date.** If adopted by the shareholders of the Surviving Corporation and ArtVac pursuant to Rhode Island law and New Hampshire law respectively, at separate meetings to be held on September 17, 1997, this Agreement of Merger shall be certified, signed, and acknowledged, filed and recorded pursuant to the laws of Rhode Island and New Hampshire as promptly as practicable. At the meeting of the shareholders of ArtVac, there shall be submitted this Agreement of Merger and Articles of Merger of ArtVac and the Surviving Corporation pursuant to the requirements of Section 75 of the New Hampshire Business Corporation Act. Likewise at the meeting of the shareholders of the Surviving Corporation there shall be submitted this Agreement of Merger and a Certificate of Merger of ArtVac and the Surviving Corporation pursuant to Section 7-1.1-67 and 7-1.1-68 of the General Laws of Rhode Island, 1956, as amended, and if approved and adopted by the shareholders of ArtVac and AVC, INC. in conformity with the laws of the State of New Hampshire and the State of Rhode Island, the Secretary of ArtVac and the Secretary of AVC, INC. shall certify hereon the fact of the vote so approving and adopting this Agreement of Merger under the seals of their respective corporations, and this Agreement of Merger, so certified, the Articles of Merger and the Certificate of Merger shall be signed, acknowledged, filed and recorded pursuant to the laws of the State of New Hampshire and the State of Rhode Island, as the case may be, as promptly as practicable. Upon filing and recording of the Agreement of Merger and the Certificate of Merger by the Surviving Corporation pursuant to Rhode Island law, the merger provided for herein shall become effective as of midnight November 30, 1997, which time is herein called "Effective Date".

2. **Merger.** ArtVac shall be merged into AVC, INC. on the Effective Date and AVC, INC. shall survive such merger and continue its existence under its Articles of Incorporation as now in effect.

3. **Articles of Incorporation.** The Articles of Incorporation of AVC, INC. shall be the Articles of AVC, INC. as the Surviving Corporation except that the name of the Surviving Corporation shall be ArtVac Corporation.

4. **By-Laws.** The By-Laws of the Surviving Corporation shall be the By-Laws of AVC, INC. as the Surviving Corporation until amended as provided by law.

5. **Authorized Capital Stock.** The authorized capital stock of the Surviving Corporation, upon the Effective Date of the Merger, shall be 1,000 shares, \$1.00 par value common.

6. **Terms and Conditions of Merger.** The terms and conditions of the merger, the mode of carrying the same into effect as well as the manner of converting shares of common stock of ArtVac into shares of the Surviving Corporation shall be as follows:

(a) **AVC, INC. Common Stock.** None of the shares of the common stock of AVC, INC., issued at the time of the Effective Date, shall be converted as a result of the merger; rather, all such shares remain issued shares of the Common stock of the Surviving Corporation.

(b) **ArtVac Common Stock.** At the time of the Effective Date of the merger, shares of common stock, no par value, of ArtVac, issued and outstanding, shall be converted into and become Two Hundred (200) shares of the common stock, \$1.00 par value, of the Surviving Corporation, and each holder of issued and outstanding common stock of ArtVac upon surrender to the Surviving Corporation of one or more stock certificates for common

stock of ArtVac for cancellation, shall be entitled to receive one or more stock certificates for the number of shares of common stock of the Surviving Corporation into which the common stock of ArtVac, so surrendered, shall have been converted as aforesaid, together with any dividends on the common stock of the Surviving Corporation as to which the payment date shall have occurred on or before the date of surrender. Each issued share of ArtVac common stock held in its treasury at the time of Effective Date shall be cancelled and shall not be converted.

(c) **Surrender of Stock Certificates.** As soon as practicable after the Effective Date of the merger, the stock certificates representing common stock of ArtVac issued and outstanding at the time of the Effective Date shall be surrendered to the Surviving Corporation for exchange as hereinabove provided. Until so surrendered, each such stock certificate shall be deemed for all corporate purposes (except for payments of dividends which shall be subject to exchange of stock certificates as hereinabove provided) to evidence the ownership of the number of shares of common stock, no par value per share, of the Surviving Corporation which the holder thereof would be entitled to receive upon its surrender to the Surviving Corporation.

7. **Possession and Enjoyment, Etc.** On the Effective Date of the merger, the Surviving Corporation shall succeed, without other transfer to possession and enjoyment of all the rights privileges, powers and franchises, as well of public as of private matters, including ownership of, and the right to use of, the presently existing Employer Identification Number assigned to Art Vac by the Internal Revenue Service, viz: EIN No. 02-0276439, and be subject to all the restrictions, disabilities and duties of ArtVac and all the property, real, personal and mixed, and all debts due to ArtVac on whatever account shall be vested in the Surviving Corporation; provided, however, that all rights of creditors and all liens upon any property of ArtVac shall

be preserved, unimpaired, and all the debts, liabilities and duties of ArtVac shall hereafter attach to the Surviving Corporation, shall be assumed by it and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation; and provided further, that any action or proceeding pending by or against ArtVac may be prosecuted to judgment as if the merger had not taken place or the Surviving Corporation may be substituted in place of ArtVac.

8. **Duties of ArtVac.** ArtVac agrees that from time to time, if and when required by the Surviving Corporation or by its successors or assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take, or cause to be taken, such further and continuing action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title and possession of all of its property, rights, privileges, powers and franchises, and otherwise to carry out the intent and purposes of this Agreement.

9. **Expenses.** The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of the merger.

10. **Assets and Liabilities.** The assets and liabilities of ArtVac acquired by the Surviving Corporation shall be taken on the books of the Surviving Corporation at the amounts at which they shall be carried at the Effective Date of the merger on the books of ArtVac.

11. **Amendment.** The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights, and powers of whatsoever nature conferred by the Articles of Incorporation upon any stockholder, director or other person shall be subject to this reservation.

IN WITNESS WHEREOF, ART-VAC CORP. has signed its corporate name, by its President and Clerk under its corporate seal, and AVC, INC. has caused this Agreement to be signed by its President and Secretary under its corporate seal, all as of the day and year first above written.

ART-VAC CORP.

By Solomon A. Mershon
President

By Solomon A. Mershon
Clerk

AVC, INC.

By Herbert B. Mershon
President

By Ed G. Lyon
Secretary

COMMONWEALTH OF MASSACHUSETTS
~~NEW HAMPSHIRE~~
~~STATE OF RHODE ISLAND~~
COUNTY OF PROVIDENCE ~~PROVINCETOWN~~ ~~HAM~~ ESSEX

~~PROVINCETOWN~~
HAVERHILL

In Providence on the 25th day of SEPTEMBER, 1997 before me personally appeared Solomon A. Mershon, by me known and known by me to be the President and Clerk of ART-VAC CORP. and the parties executing the foregoing instrument, and they acknowledged said instrument, by them executed, to be their free act and deed and the free act and deed of ART-VAC CORP.

[Signature]
Notary Public
MY COMMISSION EXPIRES
10/6/2000

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on the 24TH day of SEPTEMBER, 1997 before me personally appeared Herbert B. Mershon and Richard G. Mayhew, by me known and known by me to be the President and Secretary respectively of AVC, INC., and the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed and the free act and deed of AVC, INC.


Notary Public
my commission expires
7/26/2001

CERTIFICATE

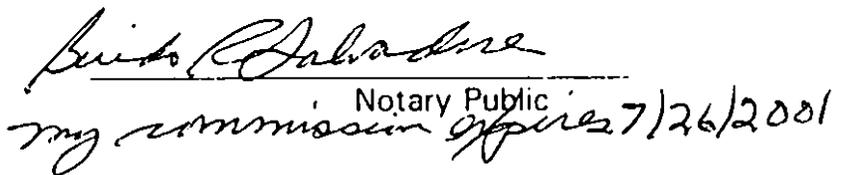
I, RICHARD G. MAYHEW, the duly elected, qualified and acting Secretary of AVC, INC. hereby certify that the foregoing Agreement of Merger between AVC, INC. and ART-VAC CORP. , dated September 17, 1997, was adopted by vote of the stockholders at a Special Meeting of Stockholders duly called and held for that purpose in accordance with the law of the State of Rhode Island at Providence at 10:00 a.m. on September 17, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand as said Secretary and affixed the corporate seal of AVC, INC.


Secretary of AVC, INC.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Subscribed and sworn to before me in the City of Providence this 24th day of September, A.D. 1997.


Notary Public
my commission expires 7/26/2001

CERTIFICATE

I, SOLOMON A. MERSHON, the duly elected, qualified and acting Clerk of ART-VAC CORP. hereby certify that the foregoing Agreement of Merger between AVC, INC. and ART-VAC CORP. , dated September 17, 1997, was adopted by vote of the stockholders at a Special Meeting of Stockholders duly called and held for that purpose in accordance with the law of the State of New Hampshire at Providence at 10:00 a.m. on September 17, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand as said Assistant Clerk and affixed the corporate seal of ART-VAC CORP.

Solomon A. Mershon
Clerk of ART-VAC CORP.

COMMONWEALTH OF MASSACHUSETTS
~~STATE OF NEW HAMPSHIRE~~
COUNTY OF ~~ROCKINGHAM~~ ESSEX

Subscribed and sworn to before me in the ~~Town of Newton Junction~~ CITY OF HAVERHILL this 25th day of September, A.D. 1997.

Steven A. White
Notary Public *MY COMMISSION*
EXPIRES 10/6/2000



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

November 14, 1997

TO WHOM IT MAY CONCERN:

Re: ART-VAC CORP.

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,

R. Gary Clark
Tax Administrator

Ernest A. De Angelis
Ernest A. DeAngelis
Chief Revenue Agent
Corporations

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12 15 11 97