



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)
CTM, LLC

(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 CTM, LLC (LLC, MA) and CTM, LLC (LLC, RI).

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 CTM, LLC 1254 35 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:

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:

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)

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

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JUN 21 2002
By [Signature] 085877

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>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

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

CTM, LLC (a Rhode Island limited liability company)

Print Entity Name

By:  Manager  
 Gary I. Goldberg Title of person signing

By: \_\_\_\_\_  
 Name of person signing Title of person signing

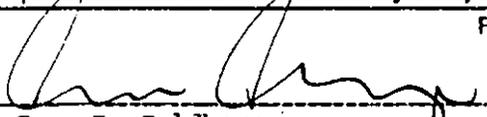
STATE OF Rhode Island  
 COUNTY OF Providence

In Providence, on this 20<sup>th</sup> day of June, 2002, before me personally appeared Gary I. Goldberg 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 herein contained are true.

  
 Notary Public  
 My Commission Expires: 3/17/03

CTM, LLC (a Massachusetts limited liability company)

Print Entity Name

By:  Manager  
 Gary I. Goldberg Title of person signing

By: \_\_\_\_\_  
 Name of person signing Title of person signing

STATE OF Rhode Island  
 COUNTY OF Providence

In Providence, on this 20<sup>th</sup> day of June, 2002, before me personally appeared Gary I. Goldberg 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 herein contained are true.

  
 Notary Public  
 My Commission Expires: 3/17/03

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated this 18<sup>th</sup> day of June, 2002 (this "Agreement") by and between CTM, LLC, a Massachusetts limited liability company ("Merging Company"), and CTM, LLC, a Rhode Island limited liability company ("Surviving Company"), is entered into pursuant to Title 7, Sections 7-16-59 through 7-16-64 of the Limited Liability Company Act of Rhode Island and Sections 59 through 62 of Chapter 156C of the General Laws of Massachusetts.

Whereas the parties hereto desire that Merging Limited Liability Company be merged into Surviving Limited Liability Company upon the terms set forth below;

Now, therefore, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Merger. At the Effective Time (as defined in Section 2 hereof) and in accordance with the provisions hereof, Merging Company shall be merged with and into Surviving Company (the "Merger"). Surviving Company shall be the surviving corporation in the Merger, and the separate existence of Merging Company shall cease upon the effectiveness of the Merger.

2. Effective Time. The Merger shall become effective upon the filing of the articles of merger with the Secretary of State of Rhode Island in accordance with the provisions of Title 7, Section 7-16-62 of the Limited Liability Company laws of Rhode Island (the "Effective Time").

3. Articles of Organization; Operating Agreement. The articles of organization and operating agreement of Surviving Company in effect immediately prior to the Effective Time shall continue in full force and effect as the articles of organization and operating agreement of Surviving Company until thereafter amended in accordance with law.

4. Managers; Officers. The manager and officers of Surviving Company in office immediately prior to the Effective Time shall thereafter continue in office subject to the provisions of the operating agreement of Surviving Company respecting the term of office of managers and officers.

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5. Conversion of Membership Units. At the Effective Time (by virtue of the Merger and without any action on the part of either party hereto or of the holders of any of the securities of either party) each issued and outstanding membership unit of Merging Company shall immediately be converted into a membership unit of Surviving Company.

6. Transfer of Property; Further Actions. Without limitation of the effect of the Merger under applicable law, at the Effective Time (by virtue of the Merger and without any action on the part of either party hereto or of the holders of any of the securities of either party) all the property, rights, approvals, privileges, immunities, powers, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Merged Company ("Transferred Property") shall be transferred to, vested in and devolved upon Surviving

Company, and all property, rights and every other interest of Surviving Company shall remain with Surviving Company. The foregoing notwithstanding, Merging Company will execute such further deeds, instruments and other documents and take such further actions as may reasonably be requested by Surviving Company to vest in and confirm to Surviving Company full title to and possession of all Transferred Property and otherwise to carry out the purposes of this Agreement, and the proper officers and directors of Merged Company are fully authorized in the name of Merged Company or otherwise to take any and all such action.

In Witness Whereof, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective managers and members, have caused this Agreement to be executed by their duly authorized agents on the day and year first above written.

CTM, LLC, a Massachusetts limited liability company

By   
Gary I. Goldberg, Manager

CTM, LLC, a Rhode Island limited liability company

By   
Gary I. Goldberg, Manager

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