



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

RECEIVED
 SECRETARY OF STATE
 CORPORATIONS DIV

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership
 Limited Liability Company or Non-Profit Corporation

2019 NOV 12 PM 1:49

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL 7, the undersigned entities submit the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

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 state under which each is organized are:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>under which entity is organized</small>
1683775	Rock-a-Baby Inc.	Corporation	New York
1701522	Trachstar Productions Inc.	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 entity is:

Trachstar Productions Inc.

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. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

Rock-a-Baby Inc.

f. If the surviving or new entity is to be governed by the laws of a state other than the State of 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: (i) 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; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

NOV 12 2019

BY E. V. SHR
 Form 610 - Revised 10/2018

A.A. 1:49pm.

g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

November 18, 2019

Later effective date (see instructions) _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL 7-1.2.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL 7-1.2, with respect to dissenting shareholders.

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is:

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

c. As required by RIGL 7-1.2-1003, the corporation has paid all fees and taxes.

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL 7-6.

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 nonprofit 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 RIGL 7-13.

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

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

Rock-a-Baby Inc.

Type or Print Name of Person Signing

Marc Trachtenberg

Title of Person Signing

President

Signature



Date

11/6/19

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Trachstar Productions Inc.

Type or Print Name of Person Signing

Marc Trachtenberg

Title of Person Signing

President

Signature



Date

11/6/19

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

AGREEMENT AND PLAN OF MERGER

BETWEEN

ROCK-A-BABY INC.
A NEW YORK CORPORATION

AND

TRACHSTAR PRODUCTIONS INC.
A RHODE ISLAND CORPORATION

This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of November 6, 2019 is made by and between ROCK-A-BABY INC., a New York corporation, and TRACHSTAR PRODUCTIONS INC., a Rhode Island corporation. The parties hereto agree as follows:

1. Upon the Merger Effective Time (as defined below), Rock-a-Baby Inc., a New York corporation (the “Merged Corporation”), shall merge with and into Trachstar Productions Inc., a Rhode Island corporation (the “Merger”), and Trachstar Productions Inc., a Rhode Island corporation shall be the surviving corporation (the “Surviving Corporation”).
2. The Merger shall be performed in compliance with, and have the effect required by, (i) Part 120 of the Rhode Island Business Corporation Act and the applicable laws of Rhode Island (the “Rhode Island Laws”) and (ii) Article 9 of the New York Business Corporation Law and the applicable laws of New York (the “New York Laws”).
3. The Merger shall be effective on November 18, 2019 (the “Merger Effective Time”).
4. Immediately prior to the Merger Effective Time, (i) the Merged Corporation has an authorized capitalization consisting of 200 shares of Common Stock, no par value per share (the “Merged Corporation Stock”), of which 100 shares are issued and outstanding, and (ii) the Surviving Corporation has an authorized capitalization consisting of 200 shares of Common Stock, no par value per share (the “Surviving Corporation Stock”), of which 100 shares are issued and outstanding.
5. By virtue of the Merger, (i) each share of the Merged Corporation Stock outstanding immediately prior to the Merger Effective Time shall be converted share for share into fully-paid and non-assessable shares of the Surviving Entity Stock as of the Merger Effective Time without any action on the part of the holder thereof and (ii) each share of Merged Corporation Stock held in treasury immediately prior to the Merger Effective

Time shall be cancelled and no shares of other securities of the Surviving Entity shall be issued in respect thereof.

6. By virtue of the Merger the Surviving Corporation's name shall be changed as of the Merger Effective Time to Rock-a-Baby Inc.
7. Upon the Merger, the current Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation, without amendment.
8. By virtue of the Merger as of the Merger Effective Time, the Surviving Corporation shall succeed the Merged Corporation, and the rights and obligation of the Merged Corporation shall become the rights and obligations of the Surviving Corporation, in the manner and as more fully set forth in the Rhode Island Laws and the New York Laws.
9. From time to time, when and as required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of Merged Corporation such deeds and other instruments, and there shall be taken or caused to be taken by or on behalf of Merged Corporation such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Merged Corporation, and otherwise to carry out the purposes of this Agreement, and the officers and the directors of the Surviving Corporation are fully authorized by and on behalf of Merged Corporation to take any and all such action to execute and deliver any and all such deeds and other instruments.

IN WITNESS WHEREOF, the parties of this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Board of Directors have caused this Agreement to be executed by the President as of the day and year first above written.

SURVIVING CORPORATION:

TRACHSTAR PRODUCTIONS INC.

By: 
Marc Trachtenberg
President

MERGED CORPORATION:

ROCK-A-BABY INC.

By: 
Marc Trachtenberg
President



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

November 12, 2019 01:49 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

