

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

The Thomas Insurance Agency, Inc.

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

SEE PLAN OF MERGER ATTACHED HERETO.

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:

SUVV. 10039	Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
			Designation of Class	Number of Shares
	The Thomas Insurance Agency, Inc.	100	Common Without Par	100
2990	GALLO, BREWER & MICHAELS, INC.	100	Common Without Par	100

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:

Name of Corporation	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
The Thomas Insurance Agency, Inc.	100	0			
GALLO, BREWER & MICHAELS, INC.	100	0			

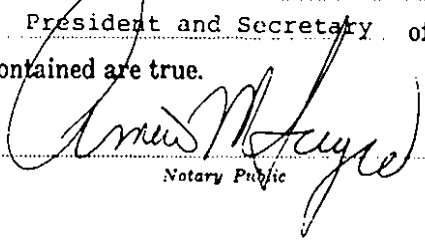
FOURTH: Time merger to become effective (§ 7-1.1-69): December 31, 1986

Dated 12/22, 1986

The Thomas Insurance Agency, Inc.
By Thomas P. Di Santo, Jr.
Its President
and Thomas P. Di Santo, Jr.
Its Secretary
GALLO, BREWER & MICHAELS, INC.
By Thomas P. Di Santo, Jr.
Its President
and Thomas P. Di Santo, Jr.
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE } Sc.

At Cranston in said County on the 22nd day of
December 1986, before me personally appeared Thomas P.
DiSanto, Jr., who being by me first duly sworn, declared that he is
the President & Secretary of The Thomas Insurance Agency, Inc.
that he signed the foregoing document as such President and Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE } Sc.

At Cranston in said county on the 22nd day of
December 1986, before me personally appeared Thomas P.
DiSanto, Jr., who being by me first duly sworn, declared that he is
the President and Secretary of GALLO, BREWER & MICHAELS, INC.
that he signed the foregoing document as such President & Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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CHK 50.00
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DEC 31 1986
MR

PLAN OF MERGER

FIRST: The Thomas Insurance Agency, Inc., a corporation organized under the laws of the State of Rhode Island, shall merge with and into itself and assume the liabilities and obligations of GALLO, BREWER & MICHAELS, INC., a corporation organized under the laws of the State of Rhode Island. The ^{name} of the surviving corporation is The Thomas Insurance Agency, Inc.

SECOND: The presently issued and outstanding shares of stock of GALLO, BREWER & MICHAELS, INC., the merging corporation, all of which are owned by Thomas P. Di Santo, Jr. shall be surrendered and cancelled, and new shares shall be issued of the surviving corporation in exchange therefor.

THIRD: The Articles of Incorporation of The Thomas Insurance Agency, Inc. shall be the Articles of Incorporation of the corporation surviving the merger.

FOURTH: The By-Laws of The Thomas Insurance Agency, Inc. shall be the By-Laws of the corporation surviving the merger.

FIFTH: The Directors and Officers of The Thomas Insurance Agency, Inc. shall be the Directors and Officers

of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The Officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on December 31, 1986.

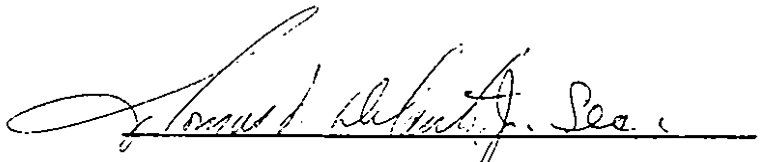
Dated: December 22, 1986

The Thomas Insurance Agency, Inc.

By:



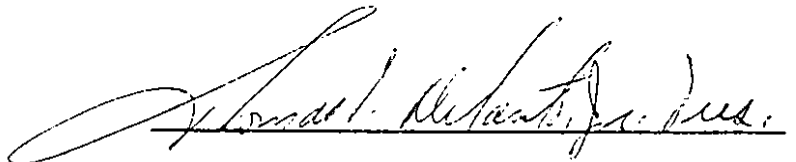
Thomas P. Di Santo, Jr. President



Thomas P. Di Santo, Jr. Secretary

GALLO, BREWER & MICHAELS, INC.

BY:



Thomas P. Di Santo, Jr. President



Thomas P. Di Santo, Jr. Secretary