

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO
MATRIX, INCORPORATED**

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

See Exhibit A attached hereto and made a part hereof.

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
100	100	Common	100	100

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on requirement waived by sole shareholder of the subsidiary corporation.

FOURTH: Time merger to become effective (§7-1.1-69): Upon filing.

Dated December 24, 19 86.

MATRIX, INCORPORATED
 By William B. Anderson
 William B. Anderson
 Its President
 and John P. Medgyesy
 John P. Medgyesy
 Its Secretary

STATE OF RHODE ISLAND }
 COUNTY OF SC.

At EAST PROVIDENCE in said county on the 24 day of December 19 86, before me personally appeared William B. Anderson, who being by me first duly sworn, declared that he is the President of MATRIX, INCORPORATED, that he signed the foregoing document as such officer of the corporation, and that the statements therein contained are true.

Notary M. F. F.
 Notary Public

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PLAN OF MERGER

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(Surv)

This Plan of Merger (hereinafter "Plan of Merger") is entered into as of the 24 day of December, 1986 by MATRIX, INCORPORATED, a Rhode Island corporation (hereinafter referred to as "Survivor").

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WHEREAS, Survivor deems it advisable that its wholly owned subsidiary, STANDARD MATRIX, INC., a Rhode Island corporation (hereinafter referred to as "Absorbed"), be merged into Survivor as authorized by the provisions of §7-1.1-68.1 of the General Laws of Rhode Island (1956), as amended (hereinafter "Rhode Island Law"); and

WHEREAS, Survivor, by its Articles of Association which were originally filed in the office of the Secretary of State, State of Rhode Island, on April 29, 1963, and which were amended on May 1, 1968, has an authorized capital stock consisting of 10,000 shares of common stock, par value \$.50 per share; and

WHEREAS, Absorbed, by its Articles of Incorporation which were filed in the office of the Secretary of State, State of Rhode Island, on January 23, 1984, has an authorized capital stock consisting of 4,000 shares of common stock, without par value; and

WHEREAS, Survivor is the owner of all the issued and outstanding capital stock of Absorbed.

NOW, THEREFORE, in accordance with Rhode Island Law, Absorbed shall be merged into Survivor as follows:

FIRST: On the date of the filing of appropriate Articles of Merger with the office of the Secretary of State of the State of Rhode Island ("Effective Date"), Absorbed shall be merged into Survivor such that Survivor shall be the surviving corporation;

SECOND: The manner of converting the outstanding shares of the capital stock of Absorbed into shares or other securities or obligations of the surviving corporation or of any other corporation, or in whole or in part, into cash or other consideration to be paid upon the surrender of each share of Absorbed shall be as follows: As of the Effective Date, each issued and outstanding share of capital stock of Absorbed shall be cancelled and retired and no new shares of capital stock or other securities of Survivor shall be issuable with respect thereto;

THIRD: Survivor, being the holder of all the issued and outstanding capital stock of Absorbed, hereby waives the requirement of Rhode Island Law as to the mailing to shareholders of Absorbed of a copy of this Plan of Merger;

FOURTH: The terms and conditions of the merger provided for herein are as follows:

A. Until altered, amended or repealed, as therein provided, the Articles of Association of Survivor shall be the Articles of Association of the surviving corporation with no changes and the bylaws of Survivor as in effect at the date of the execution of this Plan of Merger shall be the bylaws of the surviving corporation.

B. The first annual meeting of the stockholders of Survivor held after the Effective Date shall be the annual meeting provided by the bylaws thereof for the year 1987.

C. The officers of the Survivor, after the Effective Date, shall be those presently in office.

D. Survivor shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing this merger.

E. This Plan of Merger shall become effective as of the Effective Date upon filing in accordance with Rhode Island Law, as of which time the separate existence of Absorbed shall cease and Absorbed shall be merged into Survivor in accordance with the provisions of this Plan of Merger, whereupon Survivor shall possess all of the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all the restrictions, disabilities and duties of Absorbed; and all property, real, personal and mixed and all debts due to Absorbed, on whatever account, and all other things in action, and all and every other interest of or belonging to Absorbed, shall be vested in Survivor; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of Survivor as it was of Absorbed; and the title to any real estate vested by deed or otherwise in Absorbed shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Absorbed shall be preserved unimpaired and all debts, liabilities and duties of Absorbed shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it and, provided further, that the liabilities of Absorbed or of its shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with Absorbed be impaired by such a merger and any claim, action or proceeding pending by or against Absorbed may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place;

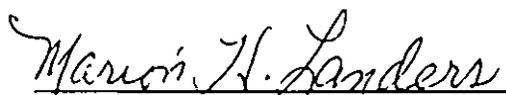
FIFTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of Absorbed, acquired or to be acquired by this Plan of Merger, the proper officers of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise and to do all things necessary and proper in the name of Absorbed so to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger;

SIXTH: Survivor reserves the right to amend, alter, change or repeal any provision of the Articles of Association in the manner now or hereafter prescribed by the laws of the State of Rhode Island;

SEVENTH: For federal income tax purposes, this Plan of Merger shall constitute a plan of liquidation for Absorbed within the meaning of §332 of the Internal Revenue Code of 1954, as amended, and the regulations thereunder. The execution of this Plan of Merger by Matrix, Incorporated as sole stockholder of Absorbed will constitute adoption of a resolution authorizing the distribution of all the assets of Absorbed in redemption of its stock as prescribed by §1.332-2(c) of the Income Tax Regulations.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized officer of Survivor as of the day and year first above written.

Attest:



Marion H. Landers,
Secretary

MATRIX, INCORPORATED

BY: 

William B. Anderson,
President