

Filing fee: \$20.00

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

..... Taylor Box Company .....

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)

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:

<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>
1. Taylor Box Company	643	Common	600
		Preferred	43
2. Aristocrat Metal Box Company	200		

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:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
1. Taylor Box Company	643	0	Common	600	0
			Preferred	43	0
2. Aristocrat Metal Box Company	200	0			

FOURTH: Time merger to become effective (§ 7-1.1-69): June 30, 1978

Dated July 7, 1978

TAYLOR BOX COMPANY  
 By Martin B. Shedd  
 Its President  
 and Marken S. Shedd  
 Its Secretary  
 Aristocrat Metal Box Company  
 By Martin B. Shedd  
 Its President  
 and Marken S. Shedd  
 Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF BRISTOL } SC.

At Barrington in said County on the 7th day of JULY 1978, before me personally appeared Martin B. Shedd, who being by me first duly sworn, declared that he is the President of Taylor Box Company, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

*Harold D. Cannon* Notary Public  
Notary Public

(NOTARIAL SEAL)

My Commission Expires June 30, 1981

STATE OF RHODE ISLAND }  
COUNTY OF BRISTOL } SC.

At Barrington in said county on the 7th day of JULY 1978, before me personally appeared Martin B. Shedd, who being by me first duly sworn, declared that he is the President of Aristocrat Metal Box Company, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

*Harold D. Cannon* Notary Public  
Notary Public

(NOTARIAL SEAL)

My Commission Expires June 30, 1981

0000

.....03.....5000

112 218A14.....50008L

JUL 7 1970

*See*

EXHIBIT A

PLAN OF MERGER BETWEEN  
ARISTOCRAT METAL BOX COMPANY  
AND  
TAYLOR BOX COMPANY

1. Pursuant to the provisions of Sections 7-1.1-65 through 7-1.1-70 of the Rhode Island Business Corporation Act, as amended, Aristocrat Metal Box Company, a Rhode Island corporation, shall be merged with and into Taylor Box Company, a Rhode Island corporation, which shall be, and is hereafter sometimes called, the surviving corporation.

2. Upon the merger becoming effective, Aristocrat Metal Box Company shall cease to exist and the surviving corporation shall be called "Taylor Box Company" and shall possess all the rights, privileges, immunities and franchises and all of the property, real, personal and mixed, and all the debts, accounts, other choses in action and all other interests of each of the merging corporations without further act or deed. The surviving corporation shall be responsible and liable for all of the obligations of each of the merging corporations.

3. Article FIFTH of the Articles of Association of Taylor Box Company shall read as follows: "FIFTH. The TOTAL amount of capital stock of said corporation with par value shall be ten thousand (\$10,000) dollars as follows, viz: Preferred stock in

the amount of ten thousand (\$10,000) dollars, to be divided into one hundred (100) shares of the par value of one hundred (\$100) dollars each.

The TOTAL number of shares of capital stock authorized, without par value, shall be Two Thousand (2000) shares as follows, viz: Two Thousand (2000) shares of Common stock, without par value.

Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:

\$10,000 of 6% Cumulative, non-participating Preferred Stock, divided into 100 shares of the par value of \$100 each, callable at any time upon affirmative vote of 2/3 of the common stock issued and outstanding at \$105 per share plus all accumulated unpaid dividends to the close of the preceding calendar year and at 6% pro rated from such date to the date of call; Preferred stock is without voting rights but is fully preferred, with all unpaid accumulations, over the common in liquidation; Cannot be sold or transferred unless first offered in writing to the company at the call price; company has 30 days after receipt of notice to accept surrender and pay for same, failing which the stock may thereafter be sold and transferred by the holder.

2000 shares of Common Stock without par value, having sole voting rights; cannot be sold or transferred unless first

offered to the company at seller's lowest price; company has 30 days after receipt of notice to accept and pay for same, failing which the stock may thereafter be sold and transferred by the holder."

The Articles of Association of Taylor Box Company amended as set forth above, shall be and constitute the Articles of Incorporation of the surviving corporation.

4. The directors and officers of the surviving corporation shall be as follows:

Directors

Martin B. Shedd  
Marken S. Shedd

Officers

Martin B. Shedd	President & Treasurer
Marken S. Shedd	Vice President & Secretary
Daniel S. Shedd	Assistant Treasurer

5. Each share of common stock, without par value, of Aristocrat Metal Box Company shall be converted into 1.5 shares of the no par value common stock of the surviving corporation and the surviving corporation shall issue to each holder of such common stock a certificate representing the number of shares of common stock of the surviving corporation to which such holder may be entitled.

6. Each corporation hereby waives its preemptive right or option, if any, to acquire any shares which may be issued,

converted or exchanged by it or any of its shareholders in connection with this merger.

7. Where necessary, fractional shares shall be issued to the holders of common stock of either merging corporation.

8. Any shares of the no par value common stock of the surviving corporation remaining unissued after the conversion of the common stock of the merging corporations shall constitute authorized, but unissued, shares of no par value common stock of the surviving corporation.

9. This Plan of Merger shall be submitted to the shareholders of Aristocrat Metal Box Company and of Taylor Box Company, as provided by the laws of the State of Rhode Island, and, if approved by the shareholders of each corporation shall become effective, as of the close of business on June 30, 1978 or upon the filing of the Articles of Merger and the issuance of a Certificate of Merger by the Secretary of the State of Rhode Island, whichever is later.

10. The board of directors of each corporation shall have the power in the sole and absolute discretion of each of said boards of directors to abandon this Plan of Merger at any time prior to the effective date hereof.