

Filing fee: \$20.00

15031

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

SUGAR 'N SPICE, 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 Exhibit A attached hereto and incorporated herein by reference

RECORDED
INDEXED
OCT 24 1996
175100

FILED

OCT 24 1996

BY DN#SS
175100

OCT 24 1996

FILED

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>
15031 53917 Sugar 'N Spice, Inc.	501	Common	
Everything Nice, Inc.	51	Common	

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>
Sugar 'N Spice, Inc.	501	0	N/A		
Everything Nice, Inc.	51	0	N/A		

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

September 1, 1996

Dated Aug. 13, 1996

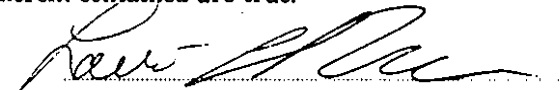
SUGAR 'N SPICE, INC.
By [Signature]
Its President
and [Signature]
Its Secretary
EVERYTHING NICE, INC.
By [Signature]
Its President
and [Signature]
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Newport

} Sc.

At Newport in said County on the 1st day of
August 19 96, before me personally appeared Paul A. Demessianos, who being by me first duly sworn, declared that he is the President of Sugar 'N Spice, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.


Notary Public

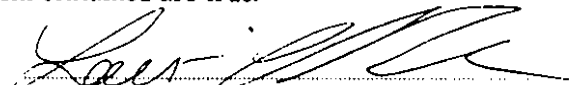
(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF Newport

} Sc.

At Newport in said county on the 1st day of
August 19 96, before me personally appeared Paul A. Demessianos, who being by me first duly sworn, declared that he is the President of Everything Nice, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

PLAN OF MERGER

AGREEMENT made August 1, 1996, between SUGAR 'N SPICE, INC., a corporation organized and existing under the laws of the State of Rhode Island, having its principal office at Unit 12, 510 East Main Road, Middletown, Rhode Island, and EVERYTHING NICE, INC., a corporation organized and existing under the laws of the State of Rhode Island, having its principal office and place of business at said Unit 12, 510 East Main Road, Middletown, Rhode Island.

1. Surviving Corporation.

a. Everything Nice, Inc. shall be the non-surviving corporation, and all references in this Plan of Merger to "non-surviving corporation" shall be to Everything Nice, Inc.

b. Sugar 'N Spice, Inc. shall be the surviving corporation and all references in this Plan of Merger to "surviving corporation" shall be to Sugar 'N Spice, Inc.

2. Management.

a. The Articles of Incorporation of Sugar 'N Spice, Inc. shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

b. The Bylaws of Sugar 'N Spice, Inc. shall be and remain the Bylaws of the surviving corporation until altered, amended or repealed.

c. The officers of Sugar 'N Spice, Inc. in office on the effective date of the merger shall continue in office and shall constitute the officers of Sugar 'N Spice, Inc. for the term elected until their respective successors shall be elected or appointed and qualified.

3. Rights, Privileges, etc.

a. On the effective date of the merger, Sugar 'N Spice, Inc. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private

nature, and shall be subject to all of the restrictions, disabilities and duties of the non-surviving corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to the non-surviving corporation shall be deemed to be transferred to and vested in Sugar 'N Spice, Inc. without further act or deed, and the title to any property or any interest therein, vested in the non-surviving corporation shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, Sugar 'N Spice, Inc. shall be deemed responsible and liable for all the liabilities and obligations of the non-surviving corporation; and any claims existing by or against the non-surviving corporation may be prosecuted to judgment as if the merger had not taken place, or Sugar 'N Spice, Inc. may be substituted in place of the non-surviving corporation. The rights of the creditors shall not be impaired by this merger. Sugar 'N Spice, Inc. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the non-surviving corporation.

4. Conversion of Shares.

Paul Demessianos at present owns all of the outstanding shares of stock of the non-surviving corporation. On the effective date of the merger, all the outstanding shares of stock of the non-surviving corporation, consisting of fifty-one (51) shares, shall be surrendered and canceled in exchange for fifty-one (51) shares of stock of the surviving corporation. Except as aforesaid, the shares of common stock of Sugar 'N Spice, Inc., whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger.

5. Expenses of Merger.

Sugar 'N Spice, Inc. shall pay all the expenses of accomplishing the merger.

6. Subsequent Acts.

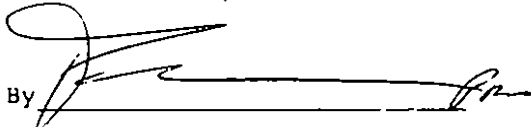
If at any time Sugar 'N Spice, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in Sugar 'N Spice, Inc. the title to any property or rights of the non-surviving corporation or to otherwise carry out the provisions hereof, the proper officers and directors of the non-surviving corporation as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Sugar 'N Spice, Inc. and to otherwise carry out the provisions hereof.

7. Abandonment of Merger.

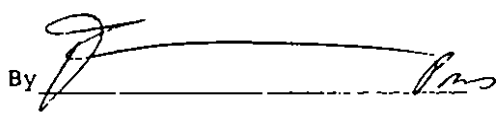
At any time prior to the filing of the Articles of Merger with the Secretary of State of Rhode Island, the proposed merger may be abandoned by Sugar 'N Spice, Inc. or by Everything Nice, Inc. pursuant to this provision.

IN WITNESS WHEREOF, the officers, or a majority thereof, of Sugar 'N Spice, Inc., and the officers, or a majority thereof, of Everything Nice, Inc. have executed this plan of merger under their respective corporate seals on the day and year first above written.

SUGAR 'N SPICE, INC.

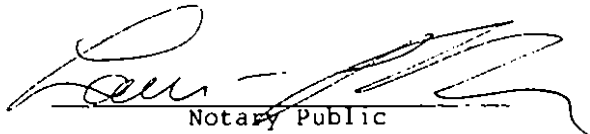
By 

EVERYTHING NICE, INC.

By 

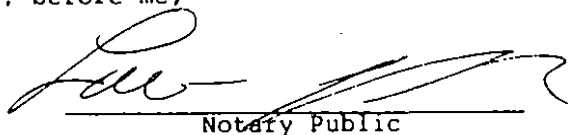
STATE OF RHODE ISLAND
COUNTY OF *Newport*

In *Newport*, in said County on this *1st*
day of *August*, A.D. 1996, then personally appeared
the before named PAUL A. DEMESSIANOS, to me personally known
and known by me to be the President of SUGAR 'N SPICE, INC.
and by me personally known to be the party who executed the
foregoing instrument; and he acknowledged the same to be his
free act and deed, individually, and as President aforesaid
of said SUGAR 'N SPICE, INC., and the free act and deed of
said SUGAR 'N SPICE, INC.; before me,


Notary Public

STATE OF RHODE ISLAND
COUNTY OF *Newport*

In *Newport*, in said County on this *1st*
day of *August*, A.D. 1996, then personally appeared
the before named PAUL A. DEMESSIANOS, to me personally known
and known by me to be the President of EVERYTHING NICE, INC.
and by me personally known to be the party who executed the
foregoing instrument; and he acknowledged the same to be his
free act and deed, individually, and as President aforesaid
of said EVERYTHING NICE, INC., and the free act and deed of
said EVERYTHING NICE, INC.; before me,


Notary Public



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

October 22, 1996

TO WHOM IT MAY CONCERN:

Re: EVERYTHING NICE, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations