

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

.....
DAVENPORT MANAGEMENT, 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)

Please refer to Exhibit A attached hereto and incorporated herein.

ME

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>
Davenport Management, Inc.	6000	\$1 par value Common	6000
Davenport Associates, Inc.	6000	\$1 par value Common	6000

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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>
Davenport Management, Inc.	6000	0	\$1 par value Common	6000	0
Davenport Associates, Inc.	6000	0	\$1 par value Common	6000	0

FOURTH: Time merger to become effective (§ 7-1.1-69): at the end of the business day December 31, 1988.

Dated December 30, 1988

DAVENPORT MANAGEMENT, INC.

By Raymond Dujinski
Its President

and Kathryn D. Dingle
Its Secretary

DAVENPORT ASSOCIATES, INC.

By Luella M. Marmorek
Its President

and Sueann Connolly
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At Providence in said County on the 30th day of
December 19⁸⁸, before me personally appeared

Kathryn H. Tingley, who being by me first duly sworn, declared that he is
the Secretary of Davenport Management, Inc.

that he signed the foregoing document as such officer of the
corporation, and that the statements therein contained are true.

Marjorie S. Sullivan
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At Providence in said county on the 30th day of
December 19⁸⁸, before me personally appeared

Susan Connolly, who being by me first duly sworn, declared that he is
the Secretary of Davenport Associates, Inc.

that he signed the foregoing document as such officer of the
corporation, and that the statements therein contained are true.

Marjorie S. Sullivan
Notary Public

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

DEC 30 2 40 PM '88

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EXHIBIT A

Plan of Merger

Plan of Merger of Davenport Associates, Inc. with and into Davenport Management, Inc., pursuant to Section 68.1 of the Rhode Island Business Corporation Act.

1. The name of the corporation to be merged into Davenport Management, Inc. is Davenport Associates, Inc., a Rhode Island Corporation.
2. The names of the individuals owning 100% of the outstanding common shares of Davenport Associates, Inc. and their respective percentage interests are as follows:

<u>Name</u>	<u>%</u>
Paul S Davenport	33 1/3 %
Robert S Gershkoff	33 1/3
Marcel A Richard	<u>33 1/3</u>
	100 %

The names of the individuals owning 100% of the outstanding common shares of Davenport Management, Inc. and their respective percentage interest is exactly the same as outlined above for Davenport Associates, Inc.

3. Davenport Associates, Inc. shall be merged with and into Davenport Management, Inc. effective at the end of the business day December 31, 1988 and the separate existence of Davenport Associates, Inc. shall thereupon cease.
4. All of the shares of capital stock of Davenport Associates, Inc., which are outstanding on the effective date of the merger shall, on the effective date of the merger, be deemed to be cancelled and retired and no longer outstanding. All assets, liabilities, rights, privileges and powers of Davenport Associates, Inc. shall become vested in and be held by Davenport Management, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by Davenport Associates, Inc., and Davenport Management, Inc. shall assume all of the obligations of Davenport Associates, Inc. The surviving corporation, Davenport Management, Inc., will retain its status as a Subchapter S corporation.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
289 Promenade Street
Providence, R. I. 02908-5800

January 9, 1989

TO WHOM IT MAY CONCERN:

Re: DAVENPORT ASSOCIATES, 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 non-survivor.

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations