

Filing Fee: See Instructions

ID Number: 5440



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO
FALVEY LINEN SUPPLY, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include FALVEY LINEN SUPPLY, INC. and FALVEY LINEN & UNIFORM SUPPLY OF CT, INC.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is FALVEY LINEN SUPPLY, INC. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: N/A

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: N/A

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing July 1, 2007

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is FALVEY LINEN & UNIFORM SUPPLY OF CT, INC.

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) May 1, 2007

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast, OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

FALVEY LINEN SUPPLY, INC.

Print Entity Name

By James L. O'Hara
Name of person signing

James L. O'Hara, President
Title of person signing

By Patricia F. O'Hara
Name of person signing

Patricia F. O'Hara, Chairman of the Board & VP
Title of person signing

FALVEY LINEN & UNIFORM SUPPLY OF CT, INC.

Print Entity Name

By James L. O'Hara
Name of person signing

James L. O'Hara, Vice-President
Title of person signing

By Patricia F. O'Hara
Name of person signing

Patricia F. O'Hara, President
Title of person signing

PLAN OF MERGER

PLAN OF MERGER, dated as of the 1st day of May, 2007, pursuant to Title 33, Chapter 601 of the Business Corporations Law of Connecticut and pursuant to Title 7, Chapter 1.2 of the Rhode Island Business Corporation Act, by and between FALVEY LINEN & UNIFORM SUPPLY OF CT, INC., a Connecticut corporation (the "Merged Corporation") and FALVEY LINEN SUPPLY, INC., a Rhode Island corporation (the "Surviving Corporation").

WHEREAS, FALVEY LINEN & UNIFORM SUPPLY OF CT, INC. is currently a wholly owned subsidiary of FALVEY LINEN SUPPLY, INC.; and

WHEREAS, the corporations desire to merge into a single corporation;

NOW THEREFORE the parties hereto in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: MERGER

The Surviving Corporation hereby merges into itself the Merged Corporation, and said Merged Corporation shall be and hereby is merged into the Surviving Corporation, which shall be the surviving corporation.

SECOND: ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation as in effect on the date of the merger provided for in this Plan of Merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger. No amendments or changes in the Articles of Incorporation of the Surviving Corporation will be effected by this merger.

THIRD: CONVERSION OF STOCK

(a) At the effective time of the merger each share of the stock of the Merged Corporation outstanding immediately prior to the merger, and all rights in respect thereto, shall forthwith cease to exist and be cancelled, except as may be provided by law in respect of shares as to which the holders may exercise appraisal rights.

(b) The shares of the Surviving Corporation outstanding immediately prior to the merger shall continue in full force and effect as the shares of the corporation surviving this merger, and those shares and all rights in respect thereof shall remain unchanged by virtue of the merger.

FOURTH: BY-LAWS, DIRECTORS AND OFFICERS

(a) The by-laws of the Surviving Corporation as they shall exist at the effective time of this Plan of Merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) The following directors and officers shall constitute the directors and officers of the Surviving Corporation at the effective time of this Plan of Merger and shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified:

<u>Directors</u>	<u>Addresses</u>
James L. O'Hara	40 Hidden Lane East Greenwich, RI 02818
Patricia F. O'Hara	40 Hidden Lane East Greenwich, RI 02818

Officers

Chairman of the Board	Patricia F. O'Hara
President	James L. O'Hara
Vice President	Patricia F. O'Hara
Secretary	James L. O'Hara
Treasurer	James L. O'Hara

FIFTH: EFFECT OF MERGER

Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, trade names, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further acts or deed; and all property, rights and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. Upon the merger becoming effective, the Surviving Corporation shall be responsible for all liabilities, obligations and penalties of the Merged Corporation including any liability to objecting shareholders of the Merged Corporation. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the

intent and purposes hereof; and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

SIXTH: TERMINATION

Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

SEVENTH: STOCKHOLDER APPROVAL

This Plan of Merger shall be submitted to the stockholders of the parties hereto as provided by the laws of their respective jurisdictions of incorporation. If this Plan of Merger is duly approved and adopted by the requisite votes of the stockholders and is not abandoned pursuant to the provisions of Article Sixth hereof, this Plan of Merger shall be executed, acknowledged, filed and recorded in accordance with the laws of the State of Connecticut and Rhode Island as soon as practicable.

EIGHTH: EFFECTIVE DATE

The merger shall become effective July 1, 2007, such time being herein sometimes called "the effective time (or date) of the merger."

IN WITNESS WHEREOF, FALVEY LINEN & UNIFORM SUPPLY OF CT, INC. and FALVEY LINEN SUPPLY, INC., each pursuant to the approval and authority duly given by resolutions adopted by its Board of Directors, have each caused this Plan of Merger to be executed by its officers thereunto duly authorized as of the date first above written.

FALVEY LINEN & UNIFORM SUPPLY OF CT, INC.

Attest:

Gloria K. McDonald

Patricia F. O'Hara

By: Patricia F. O'Hara, President

FALVEY LINEN SUPPLY, INC.

Attest:

Dean H. Temblin

James L. O'Hara

By: James L. O'Hara, President

FALVEY\CORPORATE\MERGER\PLANOFMERGER.1D2