

Filing Fee: \$50.00

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

**Rich Paper Box, 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)

Refer to Exhibit A attached hereto and incorporated by reference.

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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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Rich Pak, Inc.	100 \$1.00 par value	Common Voting	100
Alan Metal Box, Inc.	100 \$1.00 par value	Common Voting	100
Rich Paper Box, Inc.	600 no par value	Common Voting	600

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:

Name of Corporation	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Rich Pak, Inc.	100%	0%			
Alan Metal Box, Inc.	100%	0%			
Rich Paper Box, Inc.	100%	0%			

FOURTH: Time merger to become effective (§ 7-1.1-69): Upon the filing of these Articles

Dated October 21, 1994

Alan Metal Box, Inc.

By [Signature]

Its President

and Rhonda A. Skukle

Its Secretary

Rich Paper Box, Inc.

By [Signature]

Its President

and Rhonda A. Skukle

Its Secretary

Rich Pak, Inc.

By [Signature]

Its President

and Rhonda A. Skukle

Its Secretary



STATE OF RHODE ISLAND

COUNTY OF providence } Sc.

At providence in said County on the 21st day of  
October 19 94, before me personally appeared Alfred A. Riccio  
, who being by me first duly sworn, declared that he is  
the President of Rich Pak, Inc. & Rich Paper Box, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Beth A. Riccio  
Notary Public

(NOTARIAL SEAL)

BETH RICCIO, Notary Public  
State of Rhode Island and Providence Plantations  
My Commission Expires 8/6/95

STATE OF RHODE ISLAND

COUNTY OF providence } Sc.

At providence in said county on the 21st day of  
October 19 94, before me personally appeared Alfred A. Riccio  
, who being by me first duly sworn, declared that he is  
the President of Alan Metal Box, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Beth A. Riccio  
Notary Public

(NOTARIAL SEAL)

BETH RICCIO, Notary Public  
State of Rhode Island and Providence Plantations  
My Commission Expires 8/6/95





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

November 1, 1994

TO WHOM IT MAY CONCERN:

Re: RICH PAK, 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



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

November 1, 1994

TO WHOM IT MAY CONCERN:

Re: ALAN METAL BOX, 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

Exhibit A

PLAN OF MERGER

Plan of Merger, dated as of October 21, 1994, by and among Alan Metal Box, Inc., a Rhode Island corporation ("AMBI"), Rich Pak, Inc. a Rhode Island corporation ("RPI") and Rich Paper Box, Inc., a Rhode Island corporation ("RPBI" or the "Surviving Corporation").

RECITALS

A. The total number of shares of stock which AMBI has authority to issue is 8,000 shares, consisting of (i) 100 shares of common voting stock, \$1.00 par value per share and (ii) 7,900 shares of common non-voting stock, \$1.00 par value per share.

B. The total number of shares of stock which RPI has authority to issue is 8,000 shares, consisting of (i) 100 shares of common voting stock, \$1.00 par value per share and (ii) 7,900 shares of common non-voting stock, \$1.00 par value per share.

C. The total number of shares of stock which the Surviving Corporation has authority to issue is 100,600 shares, consisting of (i) 600 shares of common voting stock, no par value and (ii) 100,000 shares of common non-voting stock, no par value.

D. AMBI, RPI and the Surviving Corporation and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of each said corporation to merge AMBI and RPI with and into the Surviving Corporation pursuant to the provisions of the General Laws of the State of Rhode Island upon the terms and conditions hereinafter set forth.

WITNESSETH

NOW THEREFORE, in consideration of the premises and the mutual agreement of the parties hereto, being thereunto duly approved by resolution adopted by the respective Boards of Directors of AMBI, RPI and the Surviving Corporation, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan set forth.

**ARTICLE I  
THE MERGER**

1.1 The Merger. In accordance with the provisions of this Plan and Section 7-1.1-65 of the Rhode Island General Laws, as amended, as promptly as practicable AMBI and RPI will be merged with and into RPBI (the "Merger"). Following the Merger, the each of AMBI and RPI shall cease to exist and RPBI shall continue its corporate existence on or after the Effective Time, and the name, identity, rights, privileges, powers, franchises, properties (real, personal and mixed) and assets of RPBI shall continue unaffected and unimpaired by the Merger, and its name shall be RPBI's name. At the Effective Time, the identity and separate existence of each of AMBI and RPI shall cease, and all of the rights, privileges, powers, franchises, properties (real, personal and mixed) and assets of each of AMBI and RPI shall be vested in RPBI, without further act or deed.

1.2 Effective Time. The Merger shall be effected by the filing of the Articles of Merger (the "Articles") with the Secretary of the State of the State of Rhode Island (the "Secretary") in accordance with Rhode Island law on or before the 30th day of October, 1994 (the "Closing"). The term "Effective Time" shall mean the date and time when the Merger becomes effective, as set forth in the Articles.

1.3 Charter. The Articles of Association of RPBI, as in effect immediately prior to the Effective Time, shall be the Articles of Association of the Surviving Corporation (the "Charter") and continue in full force and effect until thereafter amended as provided therein and by applicable law; provided, however, that said Charter shall be amended at the Effective Time by virtue of the Merger to reflect the changes as set forth on Schedule 1.3 attached hereto.

1.4 By-laws. The By-laws of RPBI, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation and will continue in full force and effect until thereafter amended, changed or altered as provided therein and by applicable law.

1.5 Directors of Surviving Corporation. Effective as of the Effective Time, the number of directors of RPBI then in office immediately prior to the Effective Time shall be those persons who are the first directors of the Surviving Corporation, whose names are set forth on Schedule 1.5 attached hereto, to serve in accordance with the Surviving Corporation's By-laws and applicable law.

**1.6 Officers of Surviving Corporation.** Effective as of the Effective Time, the officers of RPBI then in office immediately prior to the Effective Time shall be those persons who are the first officers of the Surviving Corporation, whose names are set forth on Schedule 1.7 attached hereto, to serve in accordance with the Surviving Corporation's By-laws and applicable law.

**1.7 Additional Actions.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any corporate or other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation title to and possession of any property or right of any of AMBI or RPI acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan of Merger, and then the respective proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in laws and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of AMBI and RPI or any of them otherwise to take any and all such action.

## ARTICLE II CONVERSION OF SHARES

**2.1 Conversion of AMBI Shares.** Each fully-paid and nonassessable share of the common non-voting stock of AMBI immediately prior to the Merger shall by virtue of the Merger and at the Effective Time of the Merger be converted into and become one fully-paid and nonassessable share of the common non-voting stock of the Surviving Corporation.

**2.2 Conversion of RPI Shares.** Each fully-paid and nonassessable share of the common non-voting stock of RPI immediately prior to the Merger shall by virtue of the Merger and at the Effective Time of the Merger be converted into and become one fully-paid and nonassessable share of the common non-voting stock of the Surviving Corporation.

**2.3 No Conversion of Surviving Corporation's Shares.** The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Time of the Merger shall continue to represent one issued share of the Surviving Corporation.

**ARTICLE III  
TERMINATION, GOVERNING LAW, NOTICE, ETC.**

3.1 Termination. Subject to applicable law, at any time prior to the consummation of the Merger but not later than the Effective Time, AMBI, RPI and RPBI may terminate this Plan and the Merger may be abandoned: (i) by written consent of each of the parties; or (ii) by any of the parties hereto, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited or if any judgment, injunction, order or decree enjoining any of the parties from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable. Upon termination of this Plan of Merger, such Plan shall become void and of no effect with no liability on the part of any party hereto.

3.2 Governing Law. This Plan of Merger shall be governed by the laws of the State of Rhode Island, without giving effect to the principles of conflicts of laws thereof.

3.3 Notice. The executed Plan of Merger between AMBI, RPI and the Surviving Corporation is on file at the principal place of business of the Surviving Corporation, the address of which is 75 Pocasset Avenue, Johnston, RI 02919.

3.4 Counterparts, Effectiveness. This Agreement and Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement and Plan of Merger shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of the day and year first above written.

ATTEST:

ALAN METAL BOX, INC.

Rhonda A Skinkle  
Rhonda Skinkle, Secretary

By: Alfred A. Riccio  
Alfred A. Riccio, President

ATTEST:

RICH PAK, INC.

Rhonda A Skinkle  
Rhonda Skinkle, Secretary

By: Alfred A. Riccio  
Alfred A. Riccio, President

ATTEST:

RICH PAPER BOX, INC.

Rhonda A Skinkle  
Rhonda Skinkle, Secretary

By: Alfred A. Riccio  
Alfred A. Riccio, President

Exhibit 1.3

Charter Amendments

The Articles of Association of Rich Paper Box, Inc., dated and filed with the Rhode Island Secretary of State ("Secretary") as of February 15, 1965 ("Articles"), is to be amended pursuant to a certain Articles of Amendment to Articles of Incorporation, filed with the Secretary on October 21, 1994, which amendment read, in its entirety as follows:

That the fifth paragraph of the Articles be deleted and the following substitution be made therefor:

"The total number of shares of Capital Stock authorized, without par value, shall be Six Hundred (600) shares as follows: Six Hundred (600) shares of Common Voting Stock, without par value, and One Hundred Thousand (100,000) shares of Common Non-Voting Stock, without par value."

Exhibit 1.5

Director(s) of Surviving Corporation

Alfred J. Riccio, Jr.

Exhibit 1.6

Officers of Surviving Corporation

<u>Name</u>	<u>Position</u>
Alfred A. Riccio	President
Ronald A. Riccio	Vice President
Deborah Booth	Secretary
Rhonda Skinkle	Treasurer