



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO (To Be Filed In Duplicate Original)

INSCO, 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 Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ 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 states under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
INSCO, INC.	Business Corporation	RI
Pen Holding, Inc.	Business Corporation	RI

- 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 INSCO, 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 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and 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. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) _____

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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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BY

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
INSCO, Inc.	865	NONE	
Pen Holding, Inc., a wholly-owned subsidiary of Surviving Corporation;			
shareholder vote not required under applicable laws			

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
INSCO, Inc.	865	0-	NONE		
Pen Holding, Inc. -	shareholder vote not required as this is a parent-subsiary merger				

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Pen Holding, Inc.

- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
865 shares	Common	865 shares	Common

- iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on N/A Parent is sole
Shareholder of Subsidiary

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.

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

N/A

- 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.

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

INSCO, INC.

Print Entity Name

By: [Signature]
Name of person signing

President

Title of person signing

By: [Signature]
Name of person signing

Treasurer

Title of person signing

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Lincoln, on this 20TH day of December, 1999, before me personally appeared Edmund M. Mauro, III & Henry F. McManus who, being duly sworn, declared that they are the President & Treasurer, respectively of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature] KEVIN J. KEEGAN
Notary Public
My Commission Expires: 8/23/01

Pen Holding, Inc.

Print Entity Name

By: [Signature]
Name of person signing

President

Title of person signing

By: [Signature]
Name of person signing

Treasurer

Title of person signing

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Lincoln, on this 20TH day of December, 1999, before me personally appeared Edmund M. Mauro, III & Henry F. McManus who, being duly sworn, declared that they are the President & Treasurer, respectively of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature] KEVIN J. KEEGAN
Notary Public
My Commission Expires: 8/23/01

PLAN OF MERGER
IN COMPLETE LIQUIDATION OF SUBSIDIARY

THIS PLAN OF MERGER, dated as of December 20, 1999 is adopted by INSCO, INC., a Rhode Island corporation (the "Parent Company") with respect to its wholly-owned subsidiary, PEN HOLDING, INC., a Rhode Island corporation (the "Subsidiary").

WHEREAS, the Parent Company owns all of the issued and outstanding shares of the capital stock of the Subsidiary;

WHEREAS, the Board of Directors and the Shareholders of the Parent Company deem it advisable that the Subsidiary shall merge with and into the Parent Company in complete liquidation of the Subsidiary in accordance with Section 332 of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the laws of the State of Rhode Island permit such a merger.

NOW, THEREFORE, it is agreed that the Subsidiary shall be merged into the Parent Company, which shall be the surviving corporation, and the terms and conditions of such merger and the manner of carrying it into effect are and shall be as follows:

Section 1. Name of Parent Company. The corporate existence of the Parent Company shall continue under the name "INSCO, Inc."

Section 2. Purposes of Parent Company. The purposes set forth in the Articles of Incorporation of the Parent Company, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the corporate purposes of the Parent Company.

Section 3. Articles of Incorporation of Parent Company. The Articles of Incorporation of the Parent Company shall not be amended in any respect by reason of this Agreement and Plan of Merger.

Section 4. By-Laws of Parent Company. The By-laws of the Parent Company, as they shall exist on the effective date of the merger, shall be and remain and continue to be the By-laws of the Parent Company until they shall be altered, amended, or repealed as therein provided.

Section 5. Directors and Officers. Persons who are directors and officers of the Parent Company on the effective date of the merger shall be and remain and continue to be directors and officers of the Parent Company until their respective successors are duly named and qualified.

Section 6. Effective Date of Merger.

(a) For all purposes under the laws of the State of Rhode Island, this Agreement and Plan of Merger and the merger herein provided for shall become effective as soon as (i) this Agreement and Plan of Merger shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island and Rhode Island Articles of Merger indicating its adoption and approval shall have been executed in accordance with such laws and (ii) said Articles of Merger shall have been filed in the office of the Secretary of State of Rhode Island.

(b) The date upon which this Agreement and Plan of Merger shall have been adopted by the Sole Voting Shareholder and Directors of the Parent Company in accordance with applicable laws and Articles of Merger and any other required documents have been filed in the offices mentioned above and upon which the Parent and the Subsidiary shall so become a single corporation is the effective date of the merger.

(c) Notwithstanding the foregoing provisions of this Section 6, the merger provided for herein shall be deemed effective for accounting purposes as of the close of business on December 20, 1999.

Section 7. Manner and Basis of Converting Shares. Immediately upon the effective date of the merger, all of the issued and outstanding shares of the capital stock of the Subsidiary will be exchanged for all of the assets and liabilities of the Subsidiary and, thereupon, the shares of stock of the Subsidiary shall cease to exist and shall be deemed cancelled, retired and eliminated.

Section 8. Effect of Merger. Upon this merger becoming effective:

(a) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Parent Company shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Subsidiary shall be continued in and merged into the Parent Company and the Parent Company shall be fully vested therewith.

(b) The Parent Company shall possess all rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities, obligations, and duties of the Subsidiary, except as otherwise herein provided, and except as otherwise provided by law;

(c) The Parent Company shall be vested with all property, real, personal, or mixed, and all debts due to the Subsidiary on whatever account as well as all other choses in action belonging to the Subsidiary; and

(d) All property, rights, privileges, powers and franchises of the Subsidiary shall be thereafter as effectually the property of the Parent Company as they were of the Subsidiary, but all rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of the Subsidiary shall thenceforth attach to, and are hereby assumed by, the Parent Company and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted for by it.


Section 9. Service of Process. Upon the merger herein proposed becoming effective, the Parent Company agrees that it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of the Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Subsidiary against the Parent Company. The Parent Company shall irrevocably appoint the Secretary of State of the State of Rhode Island as its agent upon whom may be served any notice, process or pleading in any such action or proceeding; provided, however, that such appointment shall not be effective until the merger herein contemplated becomes effective.

Section 10. Tax Matters. For federal tax purposes, the merger effected hereby is a complete liquidation of Subsidiary under Section 332 of the Code.

IN WITNESS WHEREOF, the undersigned has caused this Plan of Merger to be signed in its corporate name by an officer thereunto duly authorized as of the date first written above.

PARENT COMPANY:

INSCO, INC.

By 
Edmund M. Mauro, III
President

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 9, 1999

TO WHOM IT MAY CONCERN:

Re: PEN HOLDINGS, INC.

It appears from our records that the above named 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 above named corporation for the purpose of:

MERGER- NON SURVIVOR

Very truly yours,

A handwritten signature in dark ink, appearing to read "R. Gary Clark".

R. Gary Clark
Tax Administrator

A handwritten signature in dark ink, appearing to read "Edward J. Flanagan, Jr.". The signature is written in a cursive style.

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations