

Filing fee: ^{850.00}~~220.00~~

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

INTERNATIONAL SUPPLY CO.

and Section 7-1.1-68.1

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic ~~and foreign~~ corporations adopt the following Articles of Merger for the purpose of merging ~~them into one of such corporations~~ the subsidiary corporation, Park Supply Co., into the undersigned corporation:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
International Supply Co.	Rhode Island
Park Supply Co. (subsidiary)	Massachusetts

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is International Supply Co.

and it is to be governed by the laws of the State of Rhode Island
directors

FOURTH: The following Plan of Merger was approved by the ~~shareholders~~ of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended; ~~and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:~~

(Insert Plan of Merger)

1. Park Supply, Inc., a Massachusetts corporation ("Park"), shall be merged into International Supply Co., a Rhode Island corporation ("International"), pursuant to Section 68.1 of the Rhode Island Business Corporation Act and Section 82 of the Massachusetts Business Corporation Law.

2. The Articles of Incorporation and By-laws of International shall continue in effect without change as the Articles of Incorporation and By-Laws of the surviving corporation.

3. The merger shall be effective June 30, 1974. For financial statement and tax reporting purposes the merger shall be deemed to have occurred at the close of business on May 31, 1974.

4. Upon the effective date of the merger, (a) each of the now issued and outstanding shares of Common Stock of International shall be one fully paid and non-assessable share of Common Stock of the surviving corporation, and (b) each of the 250 now issued and outstanding shares of Common Stock of Park shall be converted into cash in the amount of \$.10 and shall cease to exist.

subsidiary

FIFTH: As to ~~each of the undersigned~~ corporations, 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: owned by the surviving corporation, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares owned by surviving corporati
Park Supply Co.	250	Common	250

SIXTH: The surviving corporation, as the sole shareholder of the subsidiary corporation, has waived mailing and notice of the Plan of Merger.

~~SIXTH: 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

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated June 21, 1974

INTERNATIONAL SUPPLY CO.

By Edmund M. Mauro
Its President
and W. S. Nicholas
Its Secretary

By
Its President
and
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Cranston in said County on the 21st day
of June 1974, before me personally appeared
Edmund M. Mauro, Jr., who being by me first duly sworn, declared that he
is the President of INTERNATIONAL SUPPLY CO.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Henry J. Mauro
Notary Public
My commission expires June 30, 1976

STATE OF }
COUNTY OF } Sc.

At in said County on the day
of 19 , before me personally appeared
, who being by me first duly sworn, declared that he
is the of
that he signed the foregoing document as such of the
corporation, and that the statements therein contained are true.

Notary Public

(NOTARIAL SEAL)

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Jm
JUN 24 1974