

161045

Filing Fee: See Instructions

ID Number: 54746



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2007 FEB -6 AM 11:55

RECEIVED
CORPORATIONS DIVISION
FEB 6 2007

ARTICLES OF MERGER OR CONSOLIDATION INTO

Matrix I LLC

(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 ☒ 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:

Name of entity	Type of entity	State under which entity is organized
Matrix Incorporated	54746 corporation	Rhode Island
Matrix I LLC	161045 limited liability company	Delaware

- 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 Matrix I LLC
which is to be governed by the laws of the state of Delaware

161045

- 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:

- 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:

- 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

.....

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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2. 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 _____

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) _____

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

.....
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

- 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

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.

Matrix Incorporated

Print Entity Name

By:

Name of person signing

Bernard Buonanno, VP & Asst. Secy.

Title of person signing

By:

Name of person signing

Douglas Hill, VP & Asst. Treasurer

Title of person signing

Matrix I LLC

Print Entity Name

By:

Name of person signing

Bernard Buonanno, VP & Asst. Secy.

Title of person signing

By:

Name of person signing

Douglas Hill, VP & Asst. Treasurer

Title of person signing



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

February 5, 2007

TO WHOM IT MAY CONCERN:

Re MATRIX INCORPORATED

It appears from our records that the above named corporation has filed all 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

WITHDRAWAL

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Principal Revenue Agent
Corporations

RECEIVED
SECRETARY OF
CORPORATIONS DIV
2007 FEB - 8 PM 12:20



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10 Weybossett Street
9th Floor
Providence, RI 02903

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**PLAN OF MERGER
OF
MATRIX INCORPORATED
WITH AND INTO
MATRIX I LLC**

This Plan of Merger (this "***Plan of Merger***") was duly adopted on November 17, 2006 by the Sole Member of Matrix I LLC, a Delaware limited liability company (the "***Surviving Entity***"), and the Board of Directors and sole shareholder of Matrix Incorporated, a Rhode Island corporation (the "***Merging Entity***").

WHEREAS, each of the constituent parties desire that the Merging Entity merge with and into the Surviving Entity (the "***Merger***"); and

WHEREAS, the Sole Member of the Surviving Entity and the Board of Directors of the Merging Entity, respectively, deem it desirable and in the best interests of the Surviving Entity and the Merging Entity, respectively, and their respective members and shareholders, upon the terms and subject to the conditions herein stated, that the Surviving Entity be the surviving limited liability company, and that each share of the Merging Entity be converted into that number of limited liability company interests of the Surviving Company as set forth herein; and

WHEREAS, the Merger is authorized and permitted by the laws of the State of Rhode Island under which the Merging Entity is formed and by the laws of the State of Delaware under which the Surviving Entity is formed.

NOW, THEREFORE, it is agreed as follows:

Upon filing of the Certificate of Merger attached hereto as **Exhibit A** with the Secretary of State of the State of Delaware (the "***Effective Time***"), the Merging Entity shall be merged with and into the Surviving Entity with the Surviving Entity as the surviving limited liability company.

Upon the Effective Time, each share of capital stock of the Merging Entity issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for one (1) limited liability company interest of the Surviving Company.

The Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity, as it shall exist at the Effective Time, shall be and remain the Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity until such time as the same shall be altered, amended or repealed as therein provided.



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Exhibit A

**CERTIFICATE OF MERGER
OF
MATRIX INCORPORATED
INTO
MATRIX I LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "*Delaware Act*"), the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of the limited liability company and other business entity which are parties to the merger are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Matrix I LLC (the " <i>LLC</i> ")	Delaware	limited liability company
Matrix Incorporated (the " <i>Corporation</i> ")	Rhode Island	corporation

2. An Agreement and Plan of Merger has been approved and executed by each of the LLC and the Corporation in accordance with Section 18-209 of the Delaware Act.
3. The name of the surviving limited liability company is Matrix I LLC (the "*Surviving Company*").
4. The Agreement and Plan of Merger is on file at the place of business of the Surviving Company which is located at 48 Frank Mossberg Drive, Attleboro, MA 02703.
5. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member of the Surviving Company or any person holding an interest in any other business entities which are party to the merger.
6. The Merger shall become effective immediately upon the filing of this Certificate of Merger.

[Signature Appears on the Following Page]



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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed on November 17, 2006, and is being filed in accordance with Section 18-209 of the Act by the Sole Member of the Surviving Company in the Merger.

MATRIX I LLC

By: /s/ Bernard V. Buonanno
Name: Bernard V. Buonanno
Title: Vice President and Assistant
Secretary