

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

RALCO INDUSTRIES, 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)

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:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Ralco Industries, Inc.	200	None	
Polifil, Inc.	100	None	

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:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Ralco Industries, Inc.	200	0	None		
Polifil, Inc.	100	0	None		

FOURTH: Time merger to become effective (§ 7-1.1-69):
as set forth in the attached Plan of Merger

Dated June 7, 1990

RALCO INDUSTRIES, INC.
 By [Signature]
 Its President
 and [Signature]
 Its Secretary
 POLIFIL, INC.
 By [Signature]
 Its President
 and [Signature]
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF

Providence

} Sc.

At

Providence

in said County on the

7th

day of

June

1990, before me personally appeared

ROBERT A.

LeBeau

, who being by me first duly sworn, declared that he is

the

PRESIDENT

of

PAW INDUSTRIES, INC.

that he signed the foregoing document as such

PRESIDENT

of the

corporation, and that the statements therein contained are true.

Robert A. LeBeau
Notary Public

(NOTARIAL SEAL)

Commission Expires 6/30/91

STATE OF RHODE ISLAND

COUNTY OF

Providence

} Sc.

At

Providence

in said county on the

7th

day of

June

1990, before me personally appeared

MICHAEL A.

BOSENTHAL

, who being by me first duly sworn, declared that he is

the

PRESIDENT

of

POLITE, INC.

that he signed the foregoing document as such

PRESIDENT

of the

corporation, and that the statements therein contained are true.

Robert A. LeBeau
Notary Public

(NOTARIAL SEAL)

Commission Expires 6/30/91

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUN 12 10 05 AM '90

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~~REC'D & FILED~~ JUN 12 1990

- (a) Effective April 30, 1990, POLIFIL, INC., a Rhode Island corporation shall be merged with and into Ralco Industries, Inc. (the "Surviving Corporation") on the terms and conditions set forth in this Plan of Merger. Said merger is a statutory merger pursuant to the provisions of Internal Revenue Code Section 368(a) 1(A).
- (b) Upon effectiveness of such merger (the "Merger"), for every one (1) share of issued and outstanding capital stock of POLIFIL, INC., one (1) share of the capital stock of the Surviving Corporation shall be issued following which the shares of POLIFIL, INC. shall be cancelled. The shares of stock of the Surviving Corporation issued and outstanding prior to the Merger shall be unaffected by the Merger and shall remain issued and outstanding.
- (c) Article THIRD of the Articles of Incorporation of the Surviving Corporation shall be amended to provide as follows to be effective immediately upon the effectiveness of the Merger:

THIRD: The purpose or purposes for which the Corporation is organized are:

To manufacture, compound, process, buy, sell, deal in, and use plastics and plastic compositions of all kinds, and all articles, apparatus, processes, patents, and things used or of use in the manufacture, compounding, maintenance and working thereof, and also apparatus, machinery, implements, and things for use either alone or in connection with products of which they are ingredients or in the manufacture or compounding of which they are a factor, the granulating, compounding and pellatizing thermoplastic materials, and custom compounding and filling of thermoplastics materials and any and all activities necessary or desirable in connection with any of the foregoing or in any way ancillary or related thereto and all other lawful business for which a corporation may be formed under the General Laws of the State of Rhode Island (excepting banking and insurance).

- (d) The By-Laws, Directors and Officers of the Surviving Corporation shall continue as in effect immediately prior to the effectiveness of the Merger.
- (e) The merger shall have the effects set forth in Section 7-1.1-69 of the General Laws, 1956, as amended.
- (f) The Stockholders of the Surviving Corporation and POLIFIL, INC. hereby waive mailing of notice of a copy of the plan of merger to themselves.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006
TDD (401) 277-6287

May 21, 1990

TO WHOM IT MAY CONCERN:

Re: POLIFIL, 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