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:

	Number of	Entitled to Vote as a Class		
Name of Corporation	Shares	Designation	Number of	
	Outstanding	of Class	Shares	
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:

	Number of Shares				
	Total Total Entitled to Vote as a Class			Class	
Name of Corporation	Voted For	Voted Against	Class	Voted For	Voted Against
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 ... fene 7 ..., 1990

RALCO INDUSTRIES, INC.

Its Presid

Its As Secretary

POLIFIL, INC.

Its President

Its Secretary

State of R	HODE ISLAND	•	
County of	,, , , , ,		
At	Lisnotra 1990	in said County on the hefore me personally ap	the July day of
Lo Beno	, who	being by me first duly s	worn, declared that he is
the //	ESIDENT	of BALL STOUST	peared Subject R worn, declared that he is
that he sign	ed the foregoing documen	t as such IRESIDENT	of the
corporation	, and that the statements	therein contained are try	ie.
		11048 Stepas	Cysus 6/20/91
(NOTARIA	AL SEAL)	Cranismot !	Cysue . 6/20/91
	CHODE ISAND S	a	
County of	) consens		
At	leaeston	in said county on th	e 24 day of
Bosse		, before me personally a	ppeared Michael A
the RE	(1))(AT	no being by me first duly	sworn, declared that he is
that he sign	ned the foregoing docume	nt as such /1725/DAA	7 of the
corporation	, and that the statements		ne.  Trans fees  Stary Public  Topseir - 6/31/91
(NOTARIA	AL SEAL)	Commission	Copies - 6/31/91

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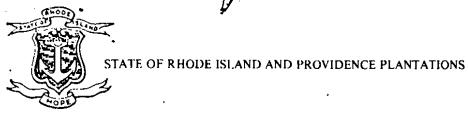
(a) Effective April 30, 1990 , POLIFIL, INC., a Rhode Island corporation shall be merged with and into Ralco Industries, Inc. (the "Surviving Corporation") on the terms and conditions set forth in this Plan of Merger. Said merger is a statutory merger pursuant to the provisions of Internal Revenue Code 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.



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

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

May 21, 1990

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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