

Filing fee: \$20.00

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

METLON CORPORATION

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:

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> |
|----------------------------|-------------------------|
| METLON CORPORATION | Rhode Island |
| EMCA CORPORATION | Connecticut (NOT qual.) |

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

THIRD: The name of the surviving corporation is METLON CORPORATION
and it is to be governed by the laws of the State of Rhode Island

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)

SEE PLAN ATTACHED HERETO

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:

| <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> |
| EMCA CORPORATION | 3286 | Common | 3286 |
| METLON CORPORATION | 965 | Class "B" Common | 965 |

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:

| <u>Name of Corporation</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Number of Shares</u> | | |
|----------------------------|------------------------|----------------------------|------------------------------------|------------------|----------------------|
| | | | <u>Entitled to Vote as a Class</u> | | |
| | | | <u>Class</u> | <u>Voted For</u> | <u>Voted Against</u> |
| EMCA CORPORATION | 3171 | 0 | Common | 3171 | 0 |
| METLON CORPORATION | 965 | 0 | Class "B" Common | 965 | 0 |

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 May 25, 1984

METLON CORPORATION
By [Signature]
Its President
and [Signature]
Its Secretary

EMCA CORPORATION
By [Signature]
Its President
and [Signature]
Its Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } Sc.

At New York in said County on the 25th day of May 19 84, before me personally appeared NORMAN L. FREYDBERG, who being by me first duly sworn, declared that he is the President of METLON CORPORATION, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

ROBERT A. FACHT
Notary Public, State of New York
No. 4798704
Certificate Filed in New York County
Commission Expires March 30, 1985

STATE OF NEW YORK }
COUNTY OF NEW YORK } Sc.

At New York in said County on the 25th day of May 19 84 before me personally appeared NORMAN L. FREYDBERG, who being by me first duly sworn, declared that he is the President of EMCA CORPORATION, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

ROBERT A. FACHT
Notary Public, State of New York
No. 4798704
Certificate Filed in New York County
Commission Expires March 30, 1985

✓
192

CF50 50.00
CHEK 50.00

06/05/84 PAID 0049A001

JUN 5 1984
For

PLAN OF MERGER
OF
EMCA CORPORATION
INTO
METLON CORPORATION

The following Plan of Merger has been proposed by the officers of EMCA CORPORATION and METLON CORPORATION:

FIRST: (a) The names of each constituent corporation to the merger are:

EMCA CORPORATION
METLON CORPORATION

(b) The name of the surviving corporation is:

METLON CORPORATION

SECOND: (a) EMCA CORPORATION has outstanding 4929 Common Shares of voting stock.

(b) METLON CORPORATION has outstanding 965 Class "B" Common Shares of voting stock.

(c) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

THIRD: The terms and conditions of the merger are as follows:

Upon the effective date of merger all of the property, real and personal, and every other asset of the Corporation being merged shall vest in the surviving corporation without further act or deed; the surviving corporation shall assume and be liable for all liabilities of the Corporation being merged.

The Certificate of Incorporation of the surviving corporation as in effect on the effective date of the merger shall remain unchanged as the Certificate of Incorporation of the surviving corporation and may be further amended as provided by law.

The By-Laws of the surviving corporation as in effect on the effective date of merger shall be the By-Laws of the surviving corporation until the same shall thereafter be altered, amended or repealed, in accordance with the law, the Certificate of Incorporation of the surviving corporation or said By-Laws. The Directors and Officers of the surviving corporation at the effective date of merger shall be the Directors and Officers of the surviving corporation until their successors shall be elected and shall qualify.

FOURTH: The manner and basis of conversion of the shares of the constituent corporations are as follows:

Upon the effective date of the merger, each issued share of EMCA CORPORATION will be automatically converted into one duly issued, fully paid, and non-assessable common share of METLON CORPORATION. Since all of the outstanding Class "B" Common Shares of METLON CORPORATION are owned by EMCA CORPORATION, the Corporation to be dissolved, all such Common "B" shares, both outstanding and unissued, are to be eliminated and cancelled as of date of merger.