

Filing fee: \$50.00

**ARTICLES OF MERGER (SUBSIDIARY)
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

Associated Imports, Inc.

Pursuant to the provisions of Sections 7-1.1-68.1 and 7-1.1-70 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation(s) into itself:

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

Name of Corporation	State
MLZ, Inc.	Delaware
Associated Imports, Inc.	Rhode Island

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

THIRD: The name of the surviving corporation is Associated Imports, Inc.
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 directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1 and as required by the applicable laws of the State under which it is organized:

(Insert Plan of Merger)

See Rider A attached hereto and made a part hereof.

FIFTH: As to the subsidiary corporation(s), the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

Number of shares outstanding	Number of shares owned by surviving corporation	Designation of class	Number of shares	Number of shares owned by surviving corporation
1,000	1,000	common	1,000	1,000

SIXTH: A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation(s) on March, 1989

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 above listed domestic corporation(s) and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic corporation(s) 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(s) 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.

EIGHTH: Time merger is to become effective (§7-1.1-69): on March 31, 1989

Dated March, 1989. Associated Imports, Inc.
 (Exact Corporate Name)
 By Leo Zuckerberg
 (Its President)
 and Robert A. Allen
 (Its Asst. Secretary)

STATE OF TEXAS }
 COUNTY OF HARRIS } Sc.

At March in said county on the 28th day of March 1989, before me personally appeared Leo Zuckerberg, who being by me first duly sworn, declared that he is the President of Associated Imports, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein are true.

Charlotte Broussard
 (Notary Public)
 CHARLOTTE BROUSSARD
 Expired 9-19-91

59261 7M1 #

58: 11 24 21 00 8511

RECEIVED
 SECRETARY OF STATE
 00800 11 24 21 00 8511

At.....Boston.....in said county on the 29th day
of.....March.....1989, before me personally appeared
.....Robert A. Trevisani....., who being by me first duly sworn,
declared that he is the Asst. Secretary... of
.....Associated Imports, Inc....., that he signed the foregoing
document as such Asst. Secretary..... of the corporation, and
that the statements therein are true.

My Commission Expires:

RIDER A

PLAN OF MERGER

Associated Imports, Inc., the parent corporation, shall merge into itself its wholly-owned subsidiary, MLZ, Inc., and assume all of MLZ's obligations and liabilities pursuant to an Agreement of Merger by and between the two corporations. The merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware and the filing of the Articles of Merger with the Secretary of State of Rhode Island. Associated Imports, Inc. shall be the surviving corporation and the subsidiary corporation, MLZ, Inc., shall cease to exist and all issued shares of stock of MLZ, Inc. shall be cancelled as of the effective date of the merger.

The appropriate officers of the constituent corporations have been duly authorized, empowered and directed to execute the required documentation and to take such other actions as may be necessary or desirable to effectuate said merger.

SCP152

R006

RX-DDD 1027 EST 03/29/89

3ADHAN BSN

P
CORPTRUST DOVR
DOVER DEL MARCH 29, 1989
3ADSEY & HANNAN
ATTN: LAURIE SILVERMAN

MLZ, INC. IS A SUBSISTING CORPORATION IN GOOD STANDING HN THE STATE
OF DELAWARE, HAVING PAID ALL FRANCHISE TAXES AND FILED ALL ANNUAL
REPORTS TO DATE. NO CHARTER DOCUMENT HAS BEEN FILED IN THIS OFFICE
SINCE CERTIFICATE OF CHARTER FILED MARCH 27, 1978.

MICHAEL HARKINS	SECY OF STATE
TLX 905536	CORPTRUST DOVR

CORPTRUST DOVR

3ADHAN BSN

THEY DISCONNECT
Elapsed time 00:01:25

PRINTED AT 1029 EST 03/29/89

R005

RX-DDD 1030 EST 03/28/89

GADHAN BSN

P

GADHAN BSN

WU INFOMASTER 1-004234A087 03/28/89
ICS-IPMRYND RND
ZCZC 01831 REND NV 03-28 0707A PST RYNC
TLX 6817512 GADHAN BSN
BT

4-002798S087 03/28/89

ICS IPMBNGZ CSP

4012773040 FRB COLLECT TDBN UG PROVIDENCE RI 33 03-28 0913A EST
ICS IPMMOZZ

LORI SILVERMAN

GADSBE AND HANNAH, TLX 6817512 GADHAN BSN

1 POST OFFICE SQUARE

BOSTON MA

ASSOCIATED IMPORTS, INC. A RHODE ISLAND CORPORATION QUALIFIED TO DO
BUSINESS IN THIS STATE ON NOVEMBER 3 1959 IS NOW OF RECORD AND IN
GOOD STANDING IN THIS OFFICE AS OF THIS DATE.

KATHLEEN S CONNELL, RI SECRETARY OF STATE

0915 EST

NNNN

1032 EST

GADHAN BSN

THEY DISCONNECT

Elapsed time 00:02:14

PRINTED AT 1705 EST 03/28/89