

Filing fee: ^{50.00}~~\$20.00~~

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

National Glass & Gate Service, 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)

See Exhibit A attached hereto and made a part hereof.

Rec'd & Filed

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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>
National Glass & Gate Service, Inc.	14353 3160		
CV Leasing Company	3324 100		

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</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
National Glass & Gate Service, Inc.	3160	0			
CV Leasing Company	100	0			

FOURTH: Time merger to become effective (§ 7-1.1-69): Upon filing with the Secretary of State.

Dated . . . 11/17 , 19 93

National Glass & Gate Service, Inc.

By Charles Vachon

Its President

and Buddy John

Its Secretary

CV Leasing Company

By Charles Vachon

Its President

and Charles Vachon

Its Secretary

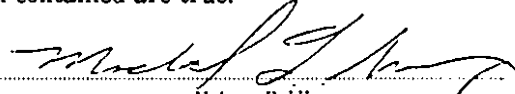
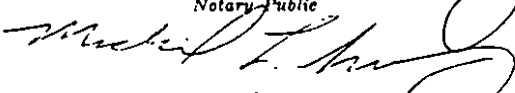
STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on the 17th day of
November 19⁹³, before me personally appeared
Charles J. Vachon, who being by me first duly sworn, declared that he is
the President of National Glass & Gate Service, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

12/1/93


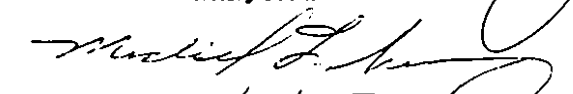
STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on the 17th day of
November 19⁹³ before me personally appeared
Charles J. Vachon, who being by me first duly sworn, declared that he is
the President of CV Leasing Company,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

12/1/93

2000-0000
2000-0000-00

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Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan"), made and entered into as of the 17th day of November, 1993, by and between NATIONAL GLASS & GATE SERVICE, INC., a Rhode Island corporation (the "Corporation"), and CV LEASING COMPANY, a Rhode Island corporation ("CV").

WHEREAS, each of the parties hereto deems it advisable and generally to the welfare of said corporations and their respective shareholders that CV merge into the Corporation;

WHEREAS, CV has an authorized capital of 1000 shares of common stock, no par value, of which 100 shares are now issued and outstanding;

WHEREAS, the registered office of the Corporation in the State of Rhode Island is 1500 Fleet Center, Providence, Rhode Island 02903;

WHEREAS, the registered office of CV in the State of Rhode Island is 191 Social Street, Woonsocket, Rhode Island 02895; and

NOW, THEREFORE, the parties to this Plan, in consideration of their mutual covenants and agreements hereinafter contained, agree as follows:

1. CV shall be merged with and into the Corporation pursuant to Section 7-1.1-65 of the Rhode Island General Laws and pursuant to the provisions of Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended.

2. The Corporation shall be the surviving corporation, and shall be governed by the laws of the State of Rhode Island.

3. The Articles of Incorporation and bylaws of the Corporation, as in effect on the effective date of the aforementioned merger, shall continue in full force and effect as the Articles of Incorporation and bylaws of the Corporation following the merger, until altered, amended or repealed in the manner provided by law.

4. Each outstanding share of CV's common stock, no par value, shall on the effective date of the merger be converted into the shares of the Corporation as follows:

(i) each share of CV's common stock, no par value, shall be converted into one (1) share of the Corporation's common stock, no par value.

5. The Corporation shall pay all of the expenses incurred by the parties hereto for the purpose of consummating the transactions contemplated hereby.

6. The aforementioned merger shall be effective upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

NATIONAL GLASS & GATE SERVICE, INC

By: Charles J. Vachon
Title: President

CV LEASING COMPANY

By: Charles J. Vachon
Title: President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

November 29, 1993

TO WHOM IT MAY CONCERN:

Re: CV LEASING COMPANY

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