

ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
FOREIGN PARENT CORPORATION

Pursuant to the provisions of Section 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended, the undersigned, Cumberland Farms, Inc., a Delaware corporation, adopts the following Articles of Merger for the purpose of merging V.S.H. Realty, Inc., its Rhode Island subsidiary corporation, into itself:

FIRST: 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 of the Rhode Island General Laws, 1956, as amended:

1. V.S.H. Realty, Inc., a Rhode Island corporation (the "subsidiary"), shall be merged into Cumberland Farms, Inc., a Delaware corporation owning 100% of the shares of each class of the subsidiary (the "parent"), effective September 30, 1984. The parent shall be the surviving corporation and shall be governed by the laws of the State of Delaware.

2. Inasmuch as the parent owns all of the outstanding shares of capital stock of the subsidiary, no provision need be made for converting shares of stock in the subsidiary into shares or other securities or obligations of the parent.

3. The proper officers of the parent shall prepare and file (a) Articles of Merger with the Secretary of State of Rhode Island and (b) a Certificate of Ownership and Merger with the Secretary of State of Delaware, in each case, providing for an effective date of September 30, 1984.

4. Upon the effective date of the merger, (a) the parent shall succeed to all of the assets, liabilities and business of the subsidiary and (b) the stock certificates representing all of the issued and outstanding shares of the stock of the subsidiary shall be cancelled.

SECOND: The laws of Delaware, the jurisdiction under which the undersigned corporation is organized, permit such a merger under substantially the same terms as said Section 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended.

THIRD: The undersigned corporation shall survive the merger and shall be governed by the laws of the State of Delaware.

FOURTH: As to the domestic subsidiary corporation, 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:

<u>NUMBER OF SHARES OUTSTANDING</u>	<u>NUMBER OF SHARES OWNED BY SURVIVING CORPORATION</u>	<u>DESIGNATION OF CLASS</u>	<u>NUMBER OF SHARES</u>	<u>NUMBER OF SHARES OWNED BY SURVIVING CORPORATION</u>
30,008	30,008	Class A Voting Common Stock	8	8
		Class B Non- Voting Common Stock	30,000	30,000

FIFTH: A copy of the plan of merger was not mailed to the shareholders of the domestic subsidiary corporation because all shares of each class of the subsidiary are owned by the undersigned parent corporation.

SIXTH: Time merger to become effective (§7-1.1-69):  
September 30, 1984.

SEVENTH: The undersigned 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 domestic subsidiary corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic subsidiary 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 subsidiary 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 September 17, 1984

CUMBERLAND FARMS, INC.

By Demetrios B. Haseotes  
Demetrios B. Haseotes, President  
and Lily H. Bantas  
Lily H. Bantas, Secretary

COMMONWEALTH OF MASSACHUSETTS

Norfolk , ss.

September 17, 1984

At Canton in said county on the 17th day  
of September, 1984, before me personally appeared Demetrios B.  
Haseotes, who being by me first duly sworn, declared that he is  
the President of Cumberland Farms, Inc., that he signed the  
foregoing document as such President of the corporation, and that  
the statements therein contained are true.

  
Notary Public

My commission expires: 9/20/84

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO  
FOREIGN PARENT CORPORATION

I, \_\_\_\_\_, Secretary of State  
of the State of Rhode Island, hereby certify that duplicate  
originals of Articles of Merger of V.S.H. Realty, Inc., a domestic  
subsidiary corporation, into Cumberland Farms, Inc., a foreign  
parent corporation, duly signed and verified pursuant to the  
provisions of Chapter 7-1.1 of the General Laws, 1956, as amended,  
have been received in this office and are found to conform to  
law, and that the foregoing is a duplicate original of the  
Articles of Merger.

Witness my hand and the seal  
of the State of Rhode Island  
this \_\_\_\_\_ day of \_\_\_\_\_  
1984.

\_\_\_\_\_  
Secretary of State

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9/6/84

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*for*