

Filing fee: \$20.00

24147

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

Fuller Packaging, Inc.

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>
// Fuller Packaging, Inc. ✓	Rhode Island 24147
✓ Fuller Box Co., Inc.	Massachusetts 25295

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

THIRD: The name of the surviving corporation is
Fuller Packaging, 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 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 Attachment A

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>
Fuller Packaging, Inc.	100	Common	100
Fuller Box Co., Inc.	100	Common	100
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		:	
		:	
		.	
		.	
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		.	
		.	

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:

			Number of Shares		
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Fuller Packaging, Inc.	100	0	Common	100	0
Fuller Box Co., Inc.	100	0	Common	100	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 June 30, 1988

Fuller Packaging, Inc.
By [Signature]
Its President
and [Signature]
Its Secretary
Fuller Box Co., Inc.
By [Signature]
Its President
and [Signature]
Its Secretary Clerk

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the 30th day
of June 1988, before me personally appeared
Peter C. Fuller, who being by me first duly sworn, declared that he
is the President of Fuller Packaging, Inc.,
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)

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the 30th day
of June 1988, before me personally appeared
Peter C. Fuller, who being by me first duly sworn, declared that he
is the President of Fuller Box Co., Inc.,
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)

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into this 20th day of June, 1988, by and between FULLER BOX CO., INC., a Massachusetts corporation ("Fuller Box"), and FULLER PACKAGING, INC., a Rhode Island corporation ("Fuller Packaging").

W I T N E S S E T H:

WHEREAS, Fuller Box has a total authorized capital stock consisting of 5,000 shares of common stock, all of which are of one class, without par value, of which 100 shares are issued and outstanding on the date hereof, and

WHEREAS, Fuller Packaging has a total authorized capital stock consisting of 8,000 shares of common stock, all of which are of one class, without par value, of which 100 shares are issued and outstanding on the date hereof, and

WHEREAS, the respective boards of directors of Fuller Box and Fuller Packaging have determined that it is advisable and in the best interests of Fuller Box and Fuller Packaging and their respective stockholders that Fuller Box be merged with and into Fuller Packaging on the terms and conditions hereinafter set forth, and

WHEREAS, the merger will improve the respective operations of Fuller Box and Fuller Packaging by eliminating the expense and duplication of effort caused by operating Fuller Box and Fuller Packaging as separate corporations, and

WHEREAS, the operations of Fuller Box and Fuller Packaging will be continued intact after the merger in the same manner as their respective operations before the merger,

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that:

1. Pursuant to the applicable provisions of the Massachusetts Business Corporation Law and the Rhode Island Business Corporation Act, Fuller Box is hereby merged with and into Fuller Packaging and Fuller Packaging shall be the surviving corporation and shall continue in existence on the terms and conditions hereinafter set forth. On the Effective Date (as hereinafter defined), the separate existence of Fuller Box shall cease, Fuller Box and Fuller Packaging will be a single corporation which shall continue to exist under, and be governed by, the laws of the State of Rhode Island, and the effect of the merger shall otherwise be as provided under Chapter 156B, Section 80 of the Massachusetts Business Corporation Laws, as amended, and as provided under Section 7-1.1-69 of the Rhode Island Business Corporation Act, as amended.

2. The Effective Date of the Agreement and Plan of Merger and the date upon which the merger therein agreed upon shall become effective shall be midnight on June 30, 1988.

3. On the Effective Date of the merger, each share of common stock of Fuller Box issued and outstanding immediately prior to

the effective date, and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of common stock of Fuller Packaging, which shall be fully paid and nonassessable.

4. After the Effective Date, each holder of a certificate representing shares of common stock of Fuller Box prior to the merger will, upon surrender thereof to Fuller Packaging for cancellation, be entitled to receive a certificate representing the same number of shares of common stock of Fuller Packaging as were represented by the surrendered certificate. Until so surrendered, each such certificate shall be deemed for all corporate purposes to evidence the same number of shares of such stock of Fuller Packaging as though such surrender and exchange had taken place.

5. From and after the merger until thereafter amended as provided by law, the articles of organization and by-laws of Fuller Packaging as in effect immediately prior to the merger shall be and continue to be the articles of organization and the bylaws of Fuller Packaging, and the purposes of Fuller Packaging as set forth in its articles of organization immediately prior to the merger shall be and continue to be the purposes of Fuller Packaging.

6. The persons who are directors and officers of Fuller Packaging immediately prior to the merger shall continue as the

directors and officers of Fuller Packaging following the merger, and shall hold office as provided in the articles of organization and the by-laws of Fuller Packaging.

7. Consummation of the merger provided for herein is subject to the approval of this Agreement by the holders of the majority of the outstanding common stock of Fuller Packaging and the holders of the majority of the outstanding common stock of Fuller Box.

8. Fuller Packaging agrees that it may be served with process in the Commonwealth of Massachusetts in any proceeding for the enforcement of any obligation of Fuller Box as well as in any proceeding for the enforcement of the rights of the dissenting shareholders of Fuller Box against Fuller Packaging, and Fuller Packaging hereby irrevocably appoints the Secretary of Commonwealth of Massachusetts as its agent to accept service of process in any such proceedings. Fuller Packaging further agrees that it will promptly pay to the dissenting shareholders of Fuller Box the amount, if any, to which they shall be entitled under the provisions of the Massachusetts Corporation Business Law, as amended, with respect to the rights of dissenting shareholders.

9. Notwithstanding the adoption of the Agreement by the stockholders of Fuller Box and Fuller Packaging, the Agreement may be terminated at any time prior to the filing thereof in the

Department of the Secretary of the Commonwealth of Massachusetts and the Secretary of State of the State of Rhode Island by mutual consent of their respective boards of directors.

IN WITNESS WHEREOF, Fuller Box and Fuller Packaging have each caused this Agreement and Plan of Merger to be executed by its officer thereunto duly authorized, and its corporate seal to be affixed thereto, as of the day and year first above written.

Attest:

FULLER BOX CO., INC.

Sandra Mack

By: [Signature]
Title: President

Attest:

FULLER PACKAGING, INC.

Sandra Mack

By: [Signature]
Title: President