

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

H. F. Hanscom & Company, 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 attached)

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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
(5618) C. I. Harris, Inc. ⁵	200	None	None
52-341 30000? H. F. Hanscom & Company, Inc.	6	Preferred	2
		Class A, common	2
		Class B, common	2

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:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
C. I. Harris, Inc.	200	0	Not applicable		
H. F. Hanscom & Company, Inc.	6	0	Preferred	2	0
			Class A, common	2	0
			Class B, common	2	0

FOURTH: Time merger to become effective (§ 7-1.1-69):

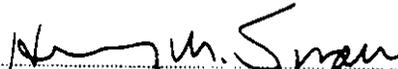
Close of business December 29, 1986

Dated December 18, 1986

C. I. Harris, Inc. _____
 By *Allan T. Hanscom*
 Allan T. Hanscom
 Its President
 and *John F. Hanscom*
 John F. Hanscom
 Its Secretary
 H. F. Hanscom & Company, Inc. _____
 By *John F. Hanscom*
 John F. Hanscom
 Its President
 and *John F. Hanscom*
 John F. Hanscom
 Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 18th day of
December 19 86, before me personally appeared
Allan T. Hanscom, who being by me first duly sworn, declared that he is
the President of C. I. Harris, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 18th day of
December 19 86, before me personally appeared
John F. Hanscom, who being by me first duly sworn, declared that he is
the President of H. F. Hanscom & Company, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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PLAN OF MERGER OF C. I. HARRIS, INC.
INTO H. F. HANSCOM & COMPANY, INC.

C. I. Harris, Inc., a Rhode Island corporation, shall be merged into H. F. Hanscom & Company, Inc. H. F. Hanscom & Company, Inc., shall be the surviving corporation and the surviving corporation shall bear the name H. F. Hanscom & Company, Inc.

There are presently authorized, issued and outstanding 200 shares of common no par capital stock of C. I. Harris, Inc. All of such shares are presently owned by H. F. Hanscom & Company, Inc. On the effective date of the merger the 200 issued and outstanding shares of C. I. Harris, Inc., shall be surrendered for cancellation.

There are presently 750 shares of cumulative 6% preferred stock of H. F. Hanscom & Company, Inc., with a par value of \$100 of which 442 shares are issued and 440 shares are held by H. F. Hanscom & Company, Inc., as treasury stock. The 2 shares not held by the treasury are to be surrendered to the Corporation, and all 442 such shares shall be cancelled on the effective date of the merger. There are presently 2,000 shares of Class B common stock without par value having no voting rights of which 2,000 such shares are issued and 1998 such shares are held by H. F. Hanscom & Company, Inc., as treasury stock. The two shares not held by the treasury are to be surrendered to the Corporation and all 2,000 such shares shall be cancelled on the effective date of the merger. There are 200 shares of Class A common voting capital stock without par value of which all 200 shares are issued with 198 shares of such stock held by H. F. Hanscom & Company, Inc., as treasury stock. All of such 198 shares shall be cancelled on the effective date of the merger.

On the effective date of the merger the Board of Directors of the surviving corporation, H. F. Hanscom & Company, Inc., shall be the existing Board of Directors of said corporation; viz:

John F. Hanscom
6 Providence Street
Rehoboth, MA 02769

Allan T. Hanscom
Henry Street
Uxbridge, MA 01569

Henry M. Swan
128 Adams Point Road
Barrington, RI 02806

William E. Taplin
61 Annandale Road
Newport, RI 02840

Marjorie F. McNiff
10 Crestview Drive
Greenville, RI 02828

Richard A. Bentfield
499 Washington Road
Barrington, RI 02806.

As of the effective date of the merger the officers of H. F. Hanscom & Company, Inc., the surviving corporation, shall be the existing officers of H. F. Hanscom & Company, Inc.; viz:

President	John F. Hanscom 6 Providence Street Rehoboth, MA 02769
Vice President	William E. Taplin 61 Annandale Road Newport, RI 02840
Secretary	John F. Hanscom 6 Providence Street Rehoboth, MA 02769
Treasurer	Allan T. Hanscom Henry Street Uxbridge, MA 01569
Assistant Secretary	Henry M. Swan 128 Adams Point Road Barrington, RI 02806

As of the effective date of the merger the By-Laws of H. F. Hanscom & Company, Inc., the surviving corporation, shall be the present By-Laws of H. F. Hanscom & Company, Inc.

Unless previously rescinded by action of the shareholders who are hereby granted authority to take such action, the merger shall be effective upon the close of business December 29, 1986, without the necessity for further action.