



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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SECRETARY OF STATE
CORPORATIONS DIVISION
JUN 30 1 07 PM '03

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Commonwealth Foreign Exchange, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

115# 115949
115# 121304

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Commonwealth Foreign Exchange, Inc. (Business corporation, Rhode Island) and NewMarkets International, LLC (Limited liability company, Rhode Island).

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
c. The full name of the surviving or new entity is Commonwealth Foreign Exchange, Inc. which is to be governed by the laws of the state of Rhode Island
d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)
e. If the surviving entity's name has been amended via the merger, please state the new name: Not applicable; no change
f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: Not applicable
g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) Upon filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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BY [Signature]

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Shareholders are not required to approve the agreement under Section 7-1.1-67.			

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business 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>
Shareholders are not required to approve the agreement under Section 7-1.1-67.					

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

56 Pine Street, Ste 600, Providence, RI

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Commonwealth Foreign Exchange, Inc.

Print Entity Name

By: John E. Lamere Name of person signing President Title of person signing
By: John J. Kirkwood III Name of person signing Vice Secretary Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 30th day of June, 2003, before me personally appeared John E. Lamere, Jr. who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Andrew P. Caputo
Notary Public
My Commission Expires: 6/25/05

NewMarkets International, LLC

Print Entity Name

By: John J. Kirkwood III Name of person signing Vice President & authorized signatory Title of person signing
By: _____ Name of person signing _____ Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 30th day of June, 2003, before me personally appeared John J. Kirkwood III who, being duly sworn, declared that he/she is the Vice President & authorized signatory of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Andrew P. Caputo
Notary Public
My Commission Expires: 6/25/05

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is by and between Commonwealth Foreign Exchange, Inc., a Rhode Island corporation, (sometimes "Comfex") and NewMarkets International, LLC, a Rhode Island limited liability company (sometimes "NMI").

RECITALS

- a. The authorized capital stock of Comfex consists of 7,500 of Class A Common Stock, \$1 par value, and 500 shares of Class B Common Stock, \$1 par value.
- b. Comfex currently has outstanding 930 shares of Class A Common Stock, \$1 par value, and 310 shares of Class B Common Stock, \$1 par value.
- c. The Interests of NMI are held by the individuals set out in Exhibit A hereto and in the Percentages therein stated.

NOW, THEREFORE, Comfex and NMI set forth and agree to this Agreement and Plan of Merger as follows:

1. The constituent entities to the merger are Commonwealth Foreign Exchange, Inc. and NewMarkets International, LLC, both Rhode Island entities. NMI will be merged with and into Comfex pursuant to R.I.G.L. §§ 7-1.1-65 and -67 et seq. (applicable to Comfex) and 7-16-59 et seq. (applicable to NMI).
2. Commonwealth Foreign Exchange, Inc. shall be the surviving entity governed by the laws of the State of Rhode Island.
3. The Interests of NMI held by the individuals noted on Exhibit A shall be converted solely into an aggregate of 310 shares of Class A Common Stock, \$1 par value, of Comfex on the basis set forth on Exhibit A. Comfex, using available authorized but unissued shares, will issue and deliver certificates for such Class A Common Stock, \$1 par value, for the number of shares thereof noted to such individuals.
4. The Articles of Incorporation of Comfex, as amended to date, shall continue without further change as the Articles of Incorporation of the surviving corporation.
5. Until altered, amended or repealed, the by-laws of Comfex now in place shall continue as the by-laws of the surviving corporation.
6. The directors and officers of Comfex now in office shall continue as the directors and officers, respectively, of the surviving corporation.
7. Comfex shall pay all expenses to effect these transactions contemplated.

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8. The merger shall be effective upon the filing of Articles of Merger with the Rhode Island Secretary of State.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger by their respective duly authorized officers/persons as of June 30, 2003.

Commonwealth Foreign Exchange, Inc.

NewMarkets International, I.L.C

By: John E. Lamer J.
President

By: John J. Kull
Vice President & Authorized Person

Exhibit A
To
Agreement and Plan of Merger
Between
Commonwealth Foreign Exchange, Inc.
And
NewMarkets International, LLC

Individual Name	Interest in NMI (stated in Percentages)	Number of Shares of Confex Class A Common Stock, \$1 par value, to be issued upon conversion of Interest
Timothy D. Cote	20%	62
Paul A. Cox	20%	62
John J. Kirkwood III	20%	62
William E. Krekel	20%	62
John E. Lamere, Jr.	20%	62
	Total	310