



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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 ☒ 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:

Name of entity	Type of entity	State under which entity is organized
Commonwealth Foreign Exchange, Inc.	Business corporation	Rhode Island
Commonwealth Foreign Exchange, Inc. 100081	Business corporation	Massachusetts

- 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. 115949  
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

- 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) December 31, 2000

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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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CORPORATIONS DIV.

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>
<u>Shareholder approval not required.</u>			

- 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>
<u>Shareholder approval not required.</u>					

- 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 Commonwealth Foreign Exchange, Inc.

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>
<u>1,000</u>	<u>Common Stock</u>	<u>1,000</u>	<u>Common Stock</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on December 27, 2000

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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 02903

- 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 Jr.  
Name of person signing

President  
Title of person signing

By:

[Signature]  
Name of person signing

Asst. Secretary  
Title of person signing

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 27<sup>th</sup> day of December, 2000, 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.

[Signature]  
Notary Public

My Commission Expires: June 23, 2001

Commonwealth Foreign Exchange, Inc.

Print Entity Name

By:

John E. Lamere Jr.  
Name of person signing

President  
Title of person signing

By:

[Signature]  
Name of person signing

Asst. SECRETARY  
Title of person signing

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 27<sup>th</sup> day of December, 2000, 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.

[Signature]  
Notary Public

My Commission Expires: June 23, 2001

FILED

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By [Signature]

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is by and between Commonwealth Foreign Exchange, Inc., a Rhode Island corporation, ("Parent") and Commonwealth Foreign Exchange, Inc., a Massachusetts corporation ("MA Corp").

### RECITALS

- a. MA Corp is a wholly owned subsidiary of Parent
- b. MA Corp has outstanding 1,000 shares of Common Stock, no par value, all of which are owned of record and beneficially by Parent.
- c. Parent has outstanding 930 shares of Class A Common Stock, \$1 par value and 70 shares of Class B Common Stock, \$1 par value.

NOW, THEREFORE, Parent and MA Corp agree:

- 1. MA Corp shall be merged with and into Parent pursuant to R.I. Gen'l Laws § 7-1.1-68.1 and Mass. Gen'l Laws c. 156B, §82 and pursuant to the reorganization provisions of the federal Internal Revenue Code of 1986, as amended, §368(a)(1)(F).
- 2. Parent shall be the surviving corporation governed by the laws of the State of Rhode Island.
- 3. The Articles of Incorporation of the Parent shall continue as the Articles of Incorporation of the surviving corporation.
- 4. The by-laws, directors and officers of the Parent now in place shall continue as the by-laws, directors and officers, respectively, of the surviving corporation.
- 5. The Parent hereby waives the mailing of a copy hereof.
- 6. As of the effective date of the merger, each outstanding share of the common stock of MA Corp shall be cancelled and retired and no new shares of the Parent shall be issued with respect thereto.
- 7. The Parent shall pay all expenses to effect these transactions contemplated.
- 8. The merger shall be effective December 31, 2000.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger by their respective duly authorized officers as of December 27, 2000.

Commonwealth Foreign Exchange, Inc. (RI)

Commonwealth Foreign Exchange, Inc. (MA)

By: John E. Lamere J.  
President

By: John E. Lamere J.  
President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

December 18, 2000

TO WHOM IT MAY CONCERN:

**Re: COMMONWEALTH FOREIGN EXCHANGE, INC.**

It appears from our records that the above named corporation has filed all 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 above named corporation for the purpose of:

**WITHDRAWAL**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations

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SECRETARY OF STATE  
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