

Filing fee: \$20.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

..... TARBOX MOTORS, 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)

The Plan of Merger is the Agreement and Plan of Merger attached hereto.

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:

<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>
Tarbox Motors, Inc.	60	No Par Value Common	60
Tarbox Pontiac, Inc.	100	No Par Value Common	100

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:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Tarbox Motors, Inc.	60	0	No Par Value Common	60	0
Tarbox Pontiac, Inc.	100	0	No Par Value Common	100	0

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

Dated June 15, 1972

TARBOX MOTORS, INC.

By Nicholas D. Jankovics

Its President

and Jo Anne M. Tarbox

Its Secretary

By Nicholas D. Jankovics

Its President

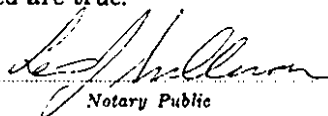
and Jo Anne M. Tarbox

Its Secretary

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

} Sc.

At North Kingstown in said County on the 15th day of
June 1972, before me personally appeared Nicholas D. Tarbox, Jr., and JoAnn M. Tarbox, who being by me first duly sworn, declared that they are respectively the President and Secretary of Tarbox Motors, Inc., that they signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.

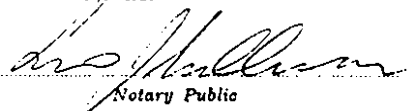

Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

} Sc.

At North Kingstown in said county on the 15th day of
June 1972, before me personally appeared Nicholas D. Tarbox, Jr. and JoAnn M. Tarbox, who being by me first duly sworn, declared that they are respectively the President and Secretary of Tarbox Pontiac, Inc., that they signed the foregoing document as such President and Secretary of the corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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JUNE 19, 1912

AGREEMENT AND PLAN OF MERGER

Agreement of Merger made June 15, 1972, pursuant to Section 7-1.1-65 and other pertinent sections of the General Laws of Rhode Island, 1956, as amended, between TARBOX MOTORS, INC., a Rhode Island corporation, ("the surviving corporation"), and TARBOX PONTIAC, INC., a Rhode Island corporation.

WHEREAS, the Board of Directors of each of said corporations deems it advisable and in the best interest of such corporations and their respective stockholders that such corporations merge into a single corporation, on the terms and conditions hereinafter set forth; and

WHEREAS, Tarbox Motors, Inc., by its Articles of Association, filed in the Office of the Secretary of State of the State of Rhode Island, on January 3, 1956, has an authorized capital stock consisting of 100 shares of common stock, no par value, of which 60 are presently issued and outstanding to Nicholas D. Tarbox, Jr., sole stockholder; and

WHEREAS, Tarbox Pontiac, Inc., by its Articles of Association, filed in the Office of the Secretary of State of the State of Rhode Island, on February 13, 1964, has an authorized capital stock consisting of 100 shares of common stock, no par value, of which all 100 shares are presently issued and outstanding to Nicholas D. Tarbox, Jr., sole stockholder;

NOW, THEREFORE, the constituent corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby adopt the following as their plan of merger:

1. Tarbox Pontiac, Inc., shall be merged into Tarbox Motors, Inc., as a single corporation; and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, a method of carrying it into effect, and the manner of converting the shares of Tarbox Pontiac, Inc., into shares or other securities of Tarbox Motors, Inc., as provided herein.

2. Tarbox Pontiac, Inc., shall be merged into Tarbox Motors, Inc., and the corporate existence of Tarbox Pontiac, Inc.,

shall cease and the corporate existence of Tarbox Motors, Inc., shall continue under the name "Tarbox Motors, Inc." and Tarbox Motors, Inc., shall become the owner, without other transfer, of all of the rights and property of the constituent corporations, and Tarbox Motors, Inc., shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if Tarbox Motors, Inc., had, itself, incurred them.

3. The principal office of Tarbox Motors, Inc., shall remain the principal office of the corporation following this merger.

4. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the corporation following the merger, shall be the business of purchasing, acquiring, owning, leasing, selling and repairing and servicing all types of new and used automobiles, trucks, and other motor vehicles, and any parts or accessories used in connection therewith.

5. The Articles of Incorporation of the surviving corporation, Tarbox Motors, Inc., upon the effective date of the merger, shall be the Articles of Incorporation of Tarbox Pontiac, Inc., in accordance with the General Laws of Rhode Island.

6. The present by-laws of Tarbox Motors, Inc., insofar as not inconsistent with this Agreement of Merger, shall be the by-laws of the corporation following the merger until altered, amended or repealed as therein provided.

7. The names and addresses of the persons who will constitute the Board of Directors of Tarbox Motors, Inc., following the merger, and who shall hold office until the first annual meeting of the shareholders of Tarbox Motors, Inc., following merger, are as follows:

Nicholas D. Tarbox, Jr.	35 Colonial Road North Kingstown, R. I.
JoAnn M. Tarbox	35 Colonial Road North Kingstown, R. I.

8. Immediately upon this Agreement of Merger becoming effective, the outstanding 100 shares of no par value common stock of Tarbox Pontiac, Inc., shall be converted into 21 shares of no par value common stock of Tarbox Motors, Inc., and a certificate for said shares shall be issued to Nicholas D. Tarbox, Jr., sole stockholder.

9. This Agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by 7-1.1-67 of the General Laws of Rhode Island, 1956, as amended, and if the votes of stockholders of each such corporation representing a majority of the shares entitled to vote thereon shall vote in favor of the adoption of this Agreement, it shall take effect as the Agreement of Merger of the constituent corporations on the date on which it is filed in the Office of the Secretary of State of the State of Rhode Island, together with evidence of its adoption as required by law.

10. Tarbox Motors, Inc., shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing, filing, and recording the merger provided for herein.

IN WITNESS WHEREOF, the parties to this Agreement pursuant to authority duly vested in them by their respective Boards of Directors, have caused these presents to be executed by their respective presidents and their respective secretaries under their respective corporate seals, all as of the day and year first above written.

[SEAL]

TARBOX MOTORS, INC.

By Nicholas D. Tarbox, Jr.
Nicholas D. Tarbox, Jr.
President

JoAnn M. Tarbox
JoAnn M. Tarbox,
Secretary

[SEAL]

TARBOX PONTIAC, INC.

By Nicholas D. Tarbox, Jr.
Nicholas D. Tarbox, Jr.
President

JoAnn M. Tarbox
JoAnn M. Tarbox, Secretary

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