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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

OCT 15 12 32 PM '04

FILED

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

OCT 15 2004
By JRP 47436a

ACS Industries, 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include GBB Merger Corp. and ACS Industries, Inc.

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 ACS Industries, 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:

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:

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) 10/30/04

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

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>GBB Merger Corp.</u>	<u>5,000*</u>	<u>Common</u>	<u>4,983</u>
<u>ACS Industries, Inc.</u>	<u>319</u>	<u>Common</u>	<u>319</u>

** including 17 shs held in treasury.*

- 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>GBB Merger Corp.</u>	<u>4,983</u>	<u>0</u>	<u>Common</u>	<u>4,983</u>	<u>0</u>
<u>ACS Industries, Inc.</u>	<u>319</u>	<u>0</u>	<u>Common</u>	<u>319</u>	<u>0</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 _____

- 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.

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:
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

GBB Merger Corp.

Print Entity Name

By: Steven Buckler VICE PRESIDENT
By: Walter J Raudonis SECRETARY

STATE OF Rhode Island
COUNTY OF Providence

In Woonsocket, on this 17th day of September, 2004, before me personally appeared Steven N. Buckler / Walter J. Raudonis who, being duly sworn, declared that he/she is the Vice President / Secretary 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.

Notary Public
My Commission Expires: January 29, 2007

ACS Industries, Inc.

Print Entity Name

By: Steven Buckler PRESIDENT
By: Walter J Raudonis SECRETARY

STATE OF Rhode Island
COUNTY OF Providence

In Woonsocket, on this 17th day of September, 2004, before me personally appeared Steven N. Buckler / Walter J. Raudonis who, being duly sworn, declared that he/she is the President / Secretary 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.

Notary Public
My Commission Expires: January 29, 2007

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of the 17th day of September, 2004, is made by and between ACS Industries, Inc., a Rhode Island corporation (the "Company"), and GBB Merger Corp., a Rhode Island corporation ("GBB"). The Company and GBB are sometimes hereinafter collectively referred to as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, the Company is a corporation duly organized under the laws of the State of Rhode Island and has authorized capital stock consisting of 500,000 shares of Preferred Stock, \$10.00 par value, none of which is issued and outstanding, and 500 shares of Common Stock, par value \$300.00 per share (the "Company Shares"), of which 319 shares are issued and outstanding;

WHEREAS, GBB is a corporation duly organized under the laws of the State of Rhode Island and has authorized capital stock consisting of 10,000 shares of Common Stock, par value \$1.00 (the "GBB Shares"), of which 5,000 shares are issued and outstanding;

WHEREAS, the parties hereto desire to merge and;

WHEREAS, the Boards of Directors of the Constituent Corporations have by resolutions duly approved this Plan of Merger and directed that it be submitted to the respective shareholders of the Constituent Corporations for approval;

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the parties hereto agree as follows:

ARTICLE 1: EFFECTIVE TIME

1.1 If this Plan of Merger is not terminated as provided in Article 8 thereof, this Plan of Merger which has been executed in compliance with the provisions of the Rhode Island Business Corporation Law (the "Corporation Law"), shall be delivered for filing to the Secretary of State of the State of Rhode Island as soon as practicable after this Plan of Merger has been adopted by the shareholders of each of the Constituent Corporations. The Merger shall become effective at such time as a Certificate of Merger to which this Agreement shall be annexed is duly issued by the Secretary of State of the

State of Rhode Island in accordance with the laws of the State of Rhode Island (the "Effective Time").

ARTICLE 2:
EFFECT OF MERGER

2.1 At the Effective Time, GBB shall be merged into the Company and the separate corporate existence of GBB shall thereupon cease. The Company shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of the Company, with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected and unimpaired by the Merger.

2.2 At the Effective Time, the effect of the Merger shall be as provided by the applicable provisions of the laws of the State of Rhode Island.

ARTICLE 3:
NAME: ARTICLES OF INCORORATION

3.1 The name of the Surviving Corporation shall be ACS Industries, Inc.

3.2 The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time (the "Articles of Incorporation") shall, from the Effective Time, constitute the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law.

ARTICLE 4:
DIRECTORS

4.1 The directors of the Surviving Corporation shall be George B. Botvin, Steven N. Buckler and Jeffrey B. Goldstein.

ARTICLE 5:
BYLAWS

5.1 The Bylaws of the Company as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until and unless amended as provided by law.

ARTICLE 6:
SERVICE OF PROCESS

6.1 Steven N. Buckler, whose address is 191 Social Street, Woonsocket, Rhode Island 02895, is hereby appointed as the person upon whom any process, notice or demand against either of the Constituent Corporations or the Surviving Corporation may be served.

ARTICLE 7:
CONVERSION OF SHARES

7.1 The manner of converting the GBB Shares and the Company Shares in the Merger shall be as follows:

(a) At the Effective Time, each GBB Share which is issued and outstanding immediately prior to the Effective Time (excluding 17 shares held in treasury which shall hereby be cancelled) shall be converted into 303/4983 of one validly issued, fully paid and nonassessable share of Common Stock, \$300.00 par value, of the Surviving Corporation, fractional shares permitted.

(b) At the Effective Time, each Company Share issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be unchanged.

(c) Each GBB Share held by GBB as treasury stock shall be cancelled and no payment shall be made in respect thereof.

7.2 Promptly after the Effective Time of the Merger, the Surviving Corporation shall mail to each record holder of an outstanding certificate or certificates which prior thereto represented GBB Shares a form letter of transmittal and instructions for use in effecting the exchange of such GBB certificate or certificates for ACS certificate or certificates. Upon surrender of such certificates, together with a duly completed and executed letter of transmittal and any documents required thereby, the Company shall promptly deliver the persons entitled therefore, the amount of ACS certificates to which such persons are entitled, fractional shares permitted.

ARTICLE 8:
TERMINATION OF MERGER

8.1 In the event of the termination of this Plan of Merger, as may be permitted by law, this Plan of Merger shall forthwith become void and there shall be no liability on the part of any of the parties hereto (or any of their respective directors or officers) with respect thereto.

ARTICLE 9:
COUNTERPARTS

This Plan of Merger may be executed in any number of counterparts, which together shall be deemed one and the same instrument.

ACS Industries, Inc.

By: George Botwin

Title: Chairman & Treasurer

GBB Merger Corp.

By: George Botwin

Title: President

ARTICLE 9:
COUNTERPARTS

This Plan of Merger may be executed in any number of counterparts, which together shall be deemed one and the same instrument.

ACS Industries, Inc.

By: *Stewart Miller*

Title: *President*

GBB Merger Corp.

By: *Stewart Miller*

Title: *Vice President*



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

September 23, 2004

TO WHOM IT MAY CONCERN:

Re: GBB MERGER CORP

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

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations