

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

..... Greylawn Foods, 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
Greylawn Foods, Inc.	88	N/A	
Warwick Transportation Services, Inc.	10	N/A	

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
Greylawn Foods, Inc.	88	0	N/A		
Warwick Transportation Services, Inc.	10	0	N/A		

FOURTH: Time merger to become effective (§ 7-1.1-69): September 30, 1990

Dated September 20, 1990

Greylawn Foods, Inc.
 By Richard H. Galatman
 Its Richard H. Galatman President
 and Donna S. Galatman
 Its Donna S. Galatman Secretary
 Warwick Transportation Services, Inc.
 By Richard H. Galatman
 Its Richard H. Galatman President
 and Donna S. Galatman
 Its Donna S. Galatman Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 20th day of
September 19 90, before me personally appeared Sidney I.
Goldman, who being by me first duly sworn, declared that he is
the President of Greylawn Foods, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Shirley H. Wainline
Notary Public
Shirley Wainline

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 20th day of
September 19 90, before me personally appeared Sidney I.
Goldman, who being by me first duly sworn, declared that he is
the President of Warwick Transportation Services, Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Shirley H. Wainline
Notary Public
Shirley Wainline

(NOTARIAL SEAL)

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

SEP 24 9 11 AM '90

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Filed & Recd SEP 24 1990



AGREEMENT OF MERGER

BETWEEN

GREYLAWN FOODS, INC. AND WARWICK TRANSPORTATION SERVICES, INC.

WITH

GREYLAWN FOODS, INC. as Surviving Corporation

Made and entered into this 20th day of September, 1990 by and between Greylawn Foods, Inc. (hereinafter "Greylawn" or "Surviving Corporation") and Warwick Transportation Services, Inc. (hereinafter "Warwick"), both Rhode Island corporations having offices at 999 Pontiac Avenue, in the City of Cranston Rhode Island.

Whereas, the aggregate number of shares which Greylawn is authorized to issue is 7,000 shares of common capital stock without par value and 3,000 shares of preferred stock with \$100.00 par value, of which 88 shares of common stock without par value and 3,000 shares of preferred stock are outstanding; and

Whereas, the aggregate number of shares which Warwick is authorized to issue is 2,000 shares of common stock without par value, of which ten shares are outstanding; and

Whereas, for the benefit of both corporations and their shareholder it is believed that the properties, businesses, assets and liabilities of both parties be combined into one Surviving Corporation which shall be Greylawn; and

Whereas, it is desired to merge Warwick into Greylawn under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code and to obtain all its benefits for the Surviving Corporation,

Now, therefore, in consideration of the premises and the mutual agreements herein contained, the parties hereto in accordance with the applicable provisions of the laws of the State of Rhode Island do hereby agree as follows:

1. Merger. Warwick shall be merged with and into Greylawn, and Greylawn does hereby merge Warwick with and into itself. The effective date of the merger shall be September 30, 1990, after which:

(a) Greylawn shall be the Surviving Corporation, and shall continue to exist as a domestic corporation under the laws of the State of Rhode Island, with all of the rights and obligations of such surviving domestic corporation as are provided by the Rhode Island Business Corporation Act, Title 7, Chapter 1.1, 1985 Reenactment, General Laws of Rhode Island, 1956, as amended.

(b) Warwick, as a corporation, pursuant to the Rhode Island Business Corporation Act, as above described, shall cease to exist (except as otherwise provided for specific purposes of said Act), and its property shall become the property of Greylawn as the Surviving Corporation.

2. Articles of Incorporation. The amended Articles of Incorporation and Bylaws of Greylawn shall continue as the Articles of Incorporation and Bylaws of the Surviving Corporation.

3. Directors. The Directors elected by Greylawn shall be the Directors of the Surviving Corporation until their successors are duly elected and qualified under the Bylaws of the Surviving Corporation.

4. Shares of Survivor. Each common share of Greylawn and each preferred share, \$100.00 par value, of Greylawn outstanding on the effective date of the merger, without further action, shall be conclusively deemed to become and be one common or preferred share of the Surviving Corporation, eighteen (18) shares of common stock of Greylawn shall be exchanged for all Warwick shares outstanding.

5. Cancellation of Warwick Shares. All authorized and outstanding common shares of Warwick, such shares being owned in their entirety by the owner of all shares of common capital stock of Greylawn, and all rights in respect thereof, shall be cancelled automatically on the effective date of the merger, and the certificates representing such shares shall be surrendered and cancelled.

6. Approval. This Agreement and Plan of Merger shall be submitted to the shareholders of Greylawn and of Warwick for approval as required by the laws of both Rhode Island. When such required approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper, to render effective the merger contemplated by this Agreement.

7. Abandonment of Plan. Notwithstanding any of the provisions of this Agreement, the shareholder of Greylawn, at any time before or after approval by the shareholders of either or both corporations, prior to the effective date of the merger herein contemplated, and for any reason he may deem sufficient and proper, shall have the power and authority to abandon and refrain from

making effective the contemplated merger as set forth herein; in which case this Agreement shall thereby be cancelled and become null and void automatically.

In witness whereof, Greylawn Foods, Inc.. and Warwick Transportation Services, Inc. have caused this Agreement to be duly executed by their respective officers thereunto authorized on the 10th day of September, 1990.

Corporate Seal
Attest:

Greylawn Foods, Inc..

Donna L. Goldman
Secretary

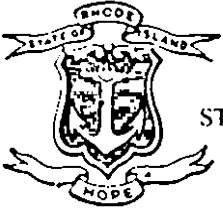
By Richard D. Goldman
President

Corporate Seal
Attest:

Warwick Transportation Services, Inc.

Donna L. Goldman
Secretary

By Richard D. Goldman
President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

September 28, 1990

TO WHOM IT MAY CONCERN:

Re: WARWICK TRANSPORTATION SERVICES, INC.

It appears from our records that the abovenamed corporation has filed all of 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 abovenamed corporation for the purpose of:
A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations