

Filing Fee: \$50.00

✓
5957

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

M & G - U.S.A., 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)

PLAN OF MERGER

I.

Corporations Proposing to Merge:

- ✓ 1. M & G - U.S.A., Inc. 5957
- ✓ 2. M & G Industries, Inc. 5935

II.

Surviving Corporation:

1. M & G - U.S.A., Inc.

III.

Terms and Conditions

1. The presently outstanding shares in M & G Industries, Inc. will be exchanged for stock of M & G - U.S.A., Inc.; and M & G Industries, Inc. will, from and after the effective date of Merger, be and become a part of M & G - U.S.A., Inc. From and after the effective date of Merger, the surviving corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, of both a public and private nature, of each corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscription to shares, if any, and all other choses in action, and all and every other interest of or belonging to or due to both corporations shall be taken and deemed to be transferred to and vested in M & G - U.S.A., Inc. without further action or deed. Such surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of both corporations; and any claim existing or action or proceeding pending by or against either corporation may be prosecuted as if such Merger had not taken place, or such surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either corporation shall be impaired by such Merger.

IV

Manner and Basis of Conversion:

1. There are presently issued and outstanding 1,000 shares of no par common stock of M & G Industries, Inc. The 1,000 shares of outstanding no par common stock of said corporation will be exchanged for 10,000 shares of no par common stock of M & G - U.S.A., Inc.; and M & G Industries, Inc. will, from and after the effective date of Merger be and become a part of M & G - U.S.A., Inc.

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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>
1. M & G - U.S.A., Inc.	1,000	Common	1,000
2. M & G Industries, Inc.	1,000	Common	1,000

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>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
1. M & G - U.S.A., Inc.	1,000	-0-	Common	1,000	-0-
2. M & G Industries, Inc.	1,000	-0-	Common	1,000	-0-

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

February 1, 1988

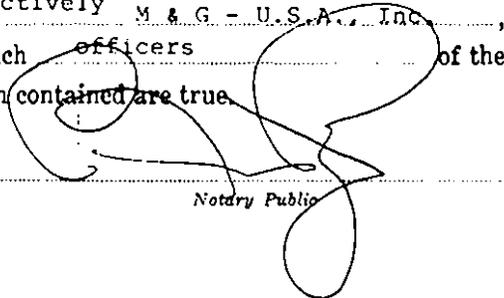
Dated January 27, 1988

M & G - U.S.A., Inc.
 By *Martin G. Rosenthal*
 Martin G. Rosenthal
 President
 and *Bruce A. Wolpert*
 Bruce A. Wolpert
 Secretary
 Its Secretary
 M & G Industries, Inc.
 By *Martin G. Rosenthal*
 Martin G. Rosenthal
 President
 and *Bruce A. Wolpert*
 Bruce A. Wolpert
 Secretary
 Its Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence

} Sc.

At Providence in said County on the 27 day of
January 19 88, before me personally appeared Martin G. Rosenthal
and Bruce A. Wolpert, who being by me first duly sworn, declared that ~~he is~~ ^{they are}
the President and Secretary respectively of M & G - U.S.A., Inc.,
that ~~he~~ ^{they} signed the foregoing document as such officers of the
corporation, and that the statements therein contained are true.

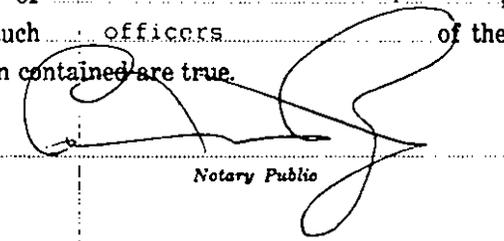

Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF Providence

} Sc.

At Providence in said county on the 27 day of
January 19 88, before me personally appeared Martin G. Rosenthal
and Bruce A. Wolpert, who being by me first duly sworn, declared that ~~he is~~ ^{they are}
the President and Secretary respectively of M & G Industries, Inc.,
that he signed the foregoing document as such officers of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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CHEK 50.00
02/04/88 PAID 0103A001

ARTICLE FIRST, CONT.

V.

Effective Date:

1. February 1, 1988

VI.

Changes Necessary in Articles of Incorporation
of Surviving Corporation:

1. None, other than to comply with Section 368 (a) (1) (A) of the Internal Revenue Code, as amended.

VII.

Other

1. This Merger is meant to comply with Section 368 (a) (1) (A) of the Internal Revenue Code, as amended.
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