

Filing fee: \$20.00

OCT 19 6 43 AM '52

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

ALFRED E. GUTMAN CORP.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
ALFRED E. GUTMAN CORP.	RHODE ISLAND
ALFRED E. GUTMAN CORP.	MASSACHUSETTS

*Not
subscribed*

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is ALFRED E. GUTMAN CORP.

and it is to be governed by the laws of the State of RHODE ISLAND

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

See attached sheet for Plan
of Merger.

FIFTH: As to each of the undersigned corporations, 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>
ALFRED E. GUTMAN CORP. (Rhode Island)	300	NONE	
ALFRED E. GUTMAN CORP. (Mass.)	200	NONE	

SIXTH: 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>
ALFRED E. GUTMAN CORP. (Rhode Island)	300	0	N/A		
ALFRED E. GUTMAN CORP. (Mass.)	200	0			

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated October 8, 1992.

JDG ✓ By *Joshua D. Gutman*
Its President

JDG ✓ and *Joshua D. Gutman*
Its Secretary

ALFRED E. GUTMAN CORP. (Massachusetts)

JDG ✓ By *Joshua D. Gutman*
Its President

JDG ✓ and *Joshua D. Gutman*
Its Secretary Clerk

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 8th day
of October, 1992, before me personally appeared
Joshua D. Gutman, who being by me first duly sworn, declared that he
is the President of Alfred E. Gutman Corp.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Ally B. Starnes
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

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Rec'd & Filed OCT 14 1992

APR 24 1992
SECRET

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1. GUTMAN-MASS. and GUTMAN -R.I. will cause special meetings of their respective shareholders to be called and held to consider and vote upon the merger of GUTMAN-MASS. into GUTMAN - R.I. on the terms and conditions hereinafter set forth. If the merger is approved by the shareholders of GUTMAN-MASS and GUTMAN - R.I., in accordance with the laws of the Commonwealth of Massachusetts, and the State of Rhode Island, then the necessary Articles of Merger shall be filed with the Commonwealth of Massachusetts and the State of Rhode Island. The effective date of the merger shall be December 31, 1992.

2. The corporate name GUTMAN-R.I., the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights, and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of GUTMAN-MASS., except insofar as it may be continued by statute, shall cease.

3. The Articles of Incorporation of GUTMAN-R.I., as originally filed and recorded and as thereafter amended, shall, on the effective date of the merger, be the Articles of Incorporation of the surviving corporation until further altered, amended, or repealed as provided by law.

The By-laws of GUTMAN-R.I. in effect on the effective date of the merger shall be the by-laws of the surviving corporation until amended, rescinded, or repealed as provided therein or by law.

4. The officers and directors of GUTMAN-R.I. on the effective date of the merger shall continue to be officers and directors of the surviving corporation for the terms for which they were elected, and until their successors are elected and qualified as provided by law and the by-laws of the surviving corporation.