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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

				
	ARTICLES OF MERGER OR CON (To Be Filed In Duplicate		72	(
	ORGANIC DYESTUFFS CORPO	RATION	12	4.5
	(Insert full name of surviving or new enti	ty on this line.)	= 11	
SI	ECTION I: TO BE COMPLETED BY ALL MERGING OR CONSC	DLIDATING ENTITIES	Ž	
fol	rsuant to the applicable provisions of the Rhode Island General Laws, lowing Articles of X Merger or Consolidation (check one box only) tity.	1956, as amended, the undersigne for the purpose of merging or conso	d entities so lidating them	ubmit the n into one
a.	The name and type (for example, business corporation, non-profit corpora each of the merging or consolidating entities and the states under which e	ation, limited liability company, limite ach is organized are:		
	Name of entity 20389	Type of entity	State und entity is o	
	ORGANIC DYESTUFFS CORPORATION-SOUTHERN	BUSINESS CORPORATION	RHODE	SLAND
	ORGANIC DYESTUFFS CORPORATION 20384	BUSINESS CORPORATION	RHODE	SLAND
b.	The laws of the state under which each entity is organized permit such me	rger or consolidation.		
C.	The full name of the surviving or new entity is ORGANIC DYESTUFFS	CORPORATION 20389	<u> </u>	
	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, a prescribed by the laws of the state under which each entity is organized. (approved, and executed by each a Attach Plan of Merger or Consolid	entity in the	manner
e.	If the surviving entity's name has been amended via the merger, please st	ate the new name:		
f.	If the surviving or new entity is to be governed by the laws of a state other not qualified to conduct business in the state of Rhode Island, the entity as in any proceeding for the enforcement of any obligation of any domestic irrevocably appoints the Secretary of State as its agent to accept service address to which a copy of such process of service shall be mailed to it by	grees that: it may be served with pro entity which is a party to the merg se of process in any action, suit, or	cess in Rho er or consol	de Island idation: it

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)

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>BUSINESS CORPORATION</u> 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

Form No. 610 Revised: 01/99 2170. 64 FILED

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	SS:	e piùir as a ciass,	state below the desi		Entitled to Vote	
	me of Business Corporation		Shares Outstanding		<u>Class</u>	<u>Shares</u>
•	RGANIC DYESTUFFS CORP-SO		400			
OR	RGANIC DYESTUFFS CORPOR	ATION	2200			
						
to a und the	ne or more of the merging or consc approve the agreement under Sec der which the corporation is organiz total number of shares voted for an te the number of shares of each class	tion 7-1.1-67, or d ed, in which event nd against such pla	oes not require share that fact shall be set an, respectively, and a	eholder approval p forth), state below as to each class e	oursuant to the	e laws of the state
				Entitled	to Vote as a C	lass
<u>Nar</u>	me of Business Corporation	Total <u>Voted For</u>	Total <u>Voted Against</u>	Class	Voted For	Voted Against
	GANIC DYESTUFFS-SOUTH GANIC DYESTUFFS CORP	400(VOTING)	-0-			
<u> </u>	SANIC DIESTOFFS CORF	198(VOTING)			·	_
agri enti	ne surviving or new entity is to be go ees that it will promptly pay to the itled under the provisions of Title 7 senting shareholders.	dissenting shareho	olders of any domest	ic entity the amou	nt if any to w	hich they shall be
sur	mplete the following subparagraph viving corporation. The name of the subsidiary corporation State below the number of outstate each class of the subsidiary corporation.	ition is	ch class of the subsi	diary corporation		
	Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class		Shares of Corporation Owner of Corporation	d Designat of Class	tion
						·
iii) .	A copy of the plan of merger was m	ailed to shareholde	ers of the subsidiary o	orporation on		
iii) .	A copy of the plan of merger was m	ailed to shareholde	ers of the subsidiary of	orporation on		• • • • • • •
iii) .	•••••••	ONLY IF ONE OF	MORE OF THE M	ERGING OR CO	ONSOLIDATII 6 OF THE R	NG ENTITIES IS
SECTION If the sucleado present which if are	DN III: TO BE COMPLETED OF A NON-PROFIT CORING GENERAL LAWS, AS a members of any merging or continuous profit corporation which sets pted, that a quorum was present a sent at the meeting or represented the states that the plan was adopted by merging or consolidating corporations.	DNLY IF ONE OF PORATION PUR AMENDED. asolidating non-proforth the date of that the meeting, and by proxy were entile by a consent in writing and has no members.	R MORE OF THE M SUANT TO TITLE fit corporation are en- e meeting of member that the plan receive tled to cast; <u>OR</u> attacting signed by all mer- ers, or no members of	titled to vote there is at which the Plar ed at least a major has statement for imbers entitled to vote the	eon, attach a son of Merger or erity of the vote each such non ote with respective on them as it	tatement for each Consolidation was s which members profit corporation at thereto.
ECTION If the such ado pres which If ar prof	DN III: TO BE COMPLETED OF A NON-PROFIT CORING GENERAL LAWS, AS THE MEMBERS OF ANY MERGING OF CORD TO THE MEMBERS OF THE MEMBE	DNLY IF ONE OF PORATION PUR AMENDED. asolidating non-proiforth the date of the tit the meeting, and by proxy were entile by a consent in writing has no membration has no membration states the date	R MORE OF THE M SUANT TO TITLE fit corporation are en- e meeting of member that the plan receive tied to cast; <u>OR</u> attacting signed by all mer- ers, or no members of the meeting of the	titled to vote there is at which the Plar ed at least a major has statement for imbers entitled to vote the ed board of directors	eon, attach a son of Merger or erity of the vote each such non ote with respective on them as it	tatement for each Consolidation was s which members profit corporation at thereto.

GENERAL LAWS, AS AMENDED

ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Title of person signing SECRETARY Name of person signing STATE OF COUNTY OF In Cast Countered, on this 5th day of Month (Secretary) Appeared In Cast Countered, on this 5th day of Month (Secretary) Appeared In Cast Countered, on this 5th day of Month (Secretary) Appeared (FREGORY M) (TORM/P) Who, being duly sworn, declared that he/she Resident (Secretary) Of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true	partnership or other business entity and the ad	is on file at the place of business of the surviving or resulting domestic limite address thereof is:
ORGANIC DYESTUFFS CORPORATION — SOUTHERN Print Entity Name PRESIDENT AND CEO Title of person signing SECRETARY Title of person signing STATE OF Appeared Appeared Appeared ORGANIC DYESTUFFS CORPORATION Print Entity Name ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Title of person signing Title of person signing Appeared ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Title of person signing SECRETARY Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing Title of person signing SECRETARY Title of person signing Title of person signing Title of person signing SECRETARY Title of person signing Title o	other business entity, on request and without	it cost, to any partner of any domestic limited partnership or any person holding a
Print Entity Name PRESIDENT AND CEO Title of person signing SECRETARY Title of person signing STATE OF Secretary on this 5th day of March 2002, before me per appeared Celegory of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true. ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Total of person signing ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Title of person signing SECRETARY Title of person signing SECRETARY Title of person signing SECRETARY Title of person signing Title of person signing STATE OF Secretary of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true.	Æ	
By: PRESIDENT AND CEO Same of person signing SECRETARY STATE OF COUNTY OF STATE OF	URGANIC DYE	STUFFS CORPORATION - SOUTHERN Print Entity Name
STATE OF Securing SECRETARY Name of person signing STATE OF Securing State S	λ , Λ ο	
SECRETARY Title of person signing STATE OF COUNTY OF In Cart Sharden, on this appeared Leggey M. Germley of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true. ORGANIC DYESTUFFS CORPORATION Print Entity Name By: Mame of person signing PRESIDENT AND CEO Mame of person signing SECRETARY Mame of person signing Title of person signing STATE OF Secretary On this Statements		
STATE OF STA	By: M M	, , , ,
In Cast Constant, on this 3-75 day of March. 2002, before me per appeared CREGORY M. GORMLEY of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true. ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Title of person signing SECRETARY Marne of person signing STATE OF Amen of person signing Title of person signing STATE OF Title of person signing ONDITY OF Appeared Tregory M. Gorman et al. 2002, before me per appeared Tregory M. Gorman et al. 2002, before me per appeared Tregory M. Gorman et al. 2003, before me per appeared Tregory M. Gorman et al. 2003, before me per appeared Tregory M. Gorman et al. 2003, before me per appeared agent, and that the statements herein contained are true	Name of person signing	Title of person signing
In Cast Connection, on this 3-7h day of March, 2002, before me per appeared Gelgrey M. Germley who, being duly sworn, declared that he/sh Resident - Eo - Secetally of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true. ORGANIC DYESTUFFS CORPORATION Print Entity Name By: PRESIDENT AND CEO Title of person signing SECRETARY Name of person signing STATE OF Grander on this 3-7h day of March 2002, before me per appeared Tree on the signed the foregoing document a authorized agent, and that the statements herein contained are true.	STATE OF	
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ORGANIC DYESTUFFS CORPORATION Print Entity Name By: Mame of person signing PRESIDENT AND CEO Mame of person signing PRESIDENT AND CEO Mame of person signing Title of person signing SECRETARY Mame of person signing Title of person signing STATE OF Standard COUNTY OF Standard And County Of Indicated And County Of Indi	In Cast Son dence, on t	this
ORGANIC DYESTUFFS CORPORATION Print Entity Name By: PRESIDENT AND CEO Title of person signing SECRETARY Name of person signing STATE OF COUNTY OF In Cast Courdence To and ey To and ey To the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true	appeared GREGORY M. GORMIE	who, being duly sworn, declared that he/she is the
ORGANIC DYESTUFFS CORPORATION Print Entity Name PRESIDENT AND CEO Mame of person signing By: PRESIDENT AND CEO Title of person signing SECRETARY Rame of person signing STATE OF COUNTY OF In Cast Countered. In Cast	authorized agent, and that the statements horning	_ of the above-hamed entity and that he/she signed the foregoing document as sui
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Print Entity Name By: PRESIDENT AND CEO Title of person signing By: SECRETARY Mame of person signing STATE OF STATE		my Commission Expires. 3 70 0 7
Print Entity Name By: PRESIDENT AND CEO Title of person signing By: SECRETARY Rame of person signing STATE OF STATE	/ OPCANT	C DVECTUEEC CORPORATION
By:	- ORGANI	——————————————————————————————————————
By: SECRETARY Name of person signing STATE OF Secretary In Cast Crowdene on this 5th day of March 12002, before me per appeared (TREGORY M CTORM) by who, being duly sworn, declared that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true		Find Charle
SECRETARY Rame of person signing STATE OF COUNTY OF In Cast Condens on this 5 th day of March who, being duly sworn, declared that he/she Resident - Cast Condens of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true	By: Jan Comery	PRESIDENT AND CEO
STATE OF Stand for the statements herein contained are true Title of person signing Total part of the series o	Mamé of person signing //	Title of person signing
STATE OF Secretary of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true	By: Aday My And I	SECRETARY
In Cast Constant, on this 5 th day of March, 2002, before me per appeared (*Regory M Croemley who, being duly sworn, declared that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true		Title of person signing
In Cast Constant, on this 5 th day of March, 2002, before me per appeared (*Regory M Croemley who, being duly sworn, declared that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true	STATE OF Calculations	,
In Cast Conclusion, on this 5 th day of March, 2002, before me per appeared (*Regory M Cormley who, being duly sworn, declared that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true	· 	
appeared (regory m (roem) ey who, being duly sworn, declared that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true		
Resident - Ceo - Secretary of the above-named entity and that he/she signed the foregoing document a authorized agent, and that the statements herein contained are true		this 5th day of March, 2002, before me persona
authorized agent, and that the statements herein contained are true		
	Petident - CAD - Secondar	of the above-named entity and that he/she signed the foregoing document as suc
Josale my eleDementello # 464.		ontained are true
The second of th		
Notary Public ,		Francisco de A. a. Th. Harris
My Commission Expires: 5-10-0-4		Notary Public # 46469
		Notary Public My Commission Expires: 5-10-04

PLAN OF MERGER

OF

ORGANIC DYESTUFFS CORPORATION - SOUTHERN

AND

ORGANIC DYESTUFFS CORPORATION

INTO

ORGANIC DYESTUFFS CORPORATION

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of the constituent corporations of the merger are as follows:

<u>NAME</u>

STATE OF INCORPORATION

ORGANIC DYESTUFFS CORPORATION - SOUTHERN

RHODE ISLAND

ORGANIC DYESTUFFS CORPORATION

RHODE ISLAND

SECOND: That an agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the Corporation Law of the State of Rhode Island.

THIRD: That the name of the surviving corporation of the merger is

ORGANIC DYESTUFFS CORPORATION, a corporation organized and existing under the laws
of the State of Rhode Island.

FOURTH: That the Certificate of Incorporation of ORGANIC DYESTUFFS
CORPORATION, a corporation organized and existing under the laws of the State of Rhode Island, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the Officers and Directors of ORGANIC DYESTUFFS

CORPORATION - SOUTHERN shall cease to hold such office upon the effective date of the Merger.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 84 Valley Street, East Providence, Rhode Island.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: That ORGANIC DYESTUFFS CORPORATION survives the merger and may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of any constituent Rhode Island corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Corporation Law of Rhode Island, and it does hereby irrevocably appoint ANDREW W. DAVIS as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Rhode Island is Davis, Kilmarx, Swan, & Bowling, LLP, The Owen Building, 101 Dyer Street, Providence, Rhode Island 02903, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

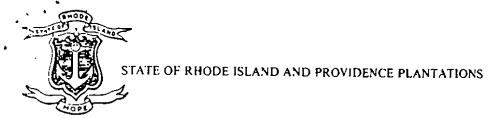
NINTH: That this Certificate of Merger shall be effective on December 31, 2000 if this Certificate of Merger is filed with the Secretary of State of Rhode Island on or prior to such date or upon the filing of this Certificate of Merger with the Secretary of State of Rhode Island if it is filed after such date.

Dated:

Organic Dyestuffs Corporation - Southern

Organic Dyestuffs Corpofation

President



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

February 7, 2002

TO WHOM IT MAY CONCERN:

Re: ORGANIC DYESTUFFS CORPORATION - SOUTHERN

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 THE NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Chief Revenue Agent

Corporations