

Filing fee: \$20.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

GETCHELL & SON, 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 Exhibit annexed hereto and made a part hereof.

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>
WARWICK ENGINEERING, INC.	325	Class A	250
		Class B	75
GETCHELL & SON, INC.	200	Not Applicable	

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>Class</u>	<u>Entitled to Vote as a Class</u>	<u>Voted Against</u>
WARWICK ENGINEERING, INC.	325	0	Class A	250	0
			Class B	75	0
GETCHELL & SON, INC.	200	0	Not Applicable		

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

September 30, 1974

Dated September 30, 1974

WARWICK ENGINEERING, INC.

By Howard R. Brewster
Its President

and David O. Jones
Its Secretary

GETCHELL & SON, INC.

By Howard R. Brewster

Its President

and David O. Jones
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on the 30 day of
September 1974, before me personally appeared Howard R.
Brewster, who being by me first duly sworn, declared that he is
the President of WARWICK ENGINEERING, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Handwritten signature
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on the 30 day of
September 1974, before me personally appeared Howard R.
Brewster, who being by me first duly sworn, declared that he is
the President of GETCHELL & SON, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Handwritten signature
Notary Public

(NOTARIAL SEAL)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 30th day of September, A.D. 1974, by and between:

WARWICK ENGINEERING, INC., a Rhode Island corporation, hereinafter "Absorbed", and

GETCHELL & SON, INC., a Rhode Island corporation, hereinafter "Survivor".

W I T N E S S E T H:

WHEREAS, the two corporations deem it advisable and generally to the welfare of said corporations and their respective stockholders that Absorbed merge into Survivor, as authorized by the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island (1956), as amended, pursuant to the conditions hereinafter set forth; and

WHEREAS, Survivor, by its Articles of Incorporation which were filed in the office of the Secretary of State of the State of Rhode Island on November 3, 1959, as amended by Articles of Amendment of Articles of Incorporation filed therein April 13, 1972, has an authorized capital stock consisting of One Thousand (1,000) shares of Common Stock without par value, of which Two Hundred (200) shares are now issued and outstanding; and

WHEREAS, Absorbed, by its Articles of Incorporation which were filed in the office of the Secretary of State of Rhode Island April 5, 1972, has an authorized capital stock consisting of One Thousand (1000) shares of Class A Common Stock \$1 par value, of which Two Hundred Fifty (250) shares are now issued and outstanding, and One Thousand (1000) Shares of Class B Common Stock without par value, of which Seventy-Five (75) shares are now issued and outstanding; and

WHEREAS, Survivor is the owner of all of said shares of Class A Common Stock \$1 par value and Class B Common Stock without par value of Absorbed issued and outstanding; and

WHEREAS, the principal offices of the two said corporations are located in the Town of Smithfield, County of Providence and State of Rhode Island;

NOW, THEREFORE, said corporations by and among their respective Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, hereby agree that Absorbed shall merge itself into Survivor, pursuant to Title 7, Chapter 1.1 of the General Laws of Rhode Island (1956), as amended, in accordance with the following terms and conditions:

FIRST: Absorbed hereby merges itself into Survivor, such that Survivor shall be the surviving corporation.

SECOND: The Articles of Incorporation of Survivor shall be the Articles of Incorporation of the surviving corporation, with no changes.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares of the surviving corporation shall be as follows:

Forthwith upon filing and recording of this Agreement and Plan of Merger as required by law, the following shares of the issued and outstanding capital stock of Absorbed shall be forthwith retired:

250 Shares of Class A Common Stock \$1 par value

75 Shares of Class B Common Stock without par value

and forthwith upon the filing and recording of this Agreement and Plan of Merger as required by law, the following

shares of the issued and outstanding capital stock of
Survivor shall remain issued and outstanding:

200 Shares of Common Stock without par value

FOURTH: The terms and conditions of the merger
provided for herein are as follows:

A. Until altered, amended or repealed, as
therein provided, the Bylaws of Survivor, as in effect at
the date of the execution of this Agreement and Plan of
Merger, shall be the Bylaws of the surviving corporation.

B. There shall be no Directors of the sur-
viving corporation.

C. The first annual meeting of the Stock-
holders of the surviving corporation held after the date
when this Agreement and Plan of Merger becomes effective
shall be at the annual meeting provided by the Bylaws there-
of for the year 1975.

D. The officers of the surviving corpora-
tion shall be a President, Vice President, Treasurer, Secre-
tary, and such other officers as from time to time may be
elected, and the names and places of residences of the
officers of the surviving corporation, who shall hold such
offices from and after the date when this Agreement and Plan
of Merger shall become effective and until the next annual
meeting of the Stockholders to be held thereafter, are those
for the officers of Survivor presently in office.

E. The surviving corporation shall pay all
expenses of carrying this Agreement and Plan of Merger into
effect and of accomplishing the merger.

F. This Agreement and Plan of Merger shall
become effective as of the time of filing hereof, as of
which time the separate existence of Absorbed shall cease,

and the constituent corporations shall be merged into Survivor, the surviving corporation, in accordance with the provisions of this Agreement and Plan of Merger, which corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this Agreement and Plan of Merger, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations on whatever account, as well for stock subscription as all other things in action or belonging to each of said corporations, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, vested by deed or otherwise, in either of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of either of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Absorbed shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, and provided further that the liabilities of the constituent corporations or of their shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any persons dealing with such corporations be impaired by such merger and any claim, action or proceeding

pending by or against either of the said constituent corporations may be prosecuted to judgment as if such merger had not taken place, or the said surviving corporation may be substituted in its place.

FIFTH: If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in the surviving corporation, the title to any property of Absorbed, acquired or to be acquired by reason of or as a result of the merger provided for in this Agreement and Plan of Merger, the proper officers of the said corporations and the proper officers of the surviving corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise, and to do all things necessary and proper in the name of Absorbed, so to vest, perfect or confirm title to such property in the surviving corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

SIXTH: The surviving corporation reserves the right to amend, alter, change or repeal any provision of the Articles of Incorporation, in the manner now or hereafter prescribed by Rhode Island law, and all rights conferred upon stockholders herein are granted subject to this reservation.

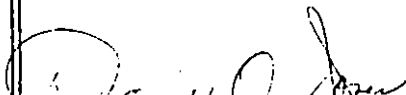
SEVENTH: This Agreement and Plan of Merger shall be submitted separately to the Stockholders of the respective corporations, parties hereto, in the manner provided by Rhode Island law. In the event that this Agreement and Plan of Merger shall be adopted and approved by such Stockholders in the manner provided by Rhode Island law, the Agreement and Plan of Merger shall be certified, signed, acknowledged,


filed and recorded in accordance with the provisions of Rhode Island law.

IN WITNESS WHEREOF, the said constituent corporations, pursuant to resolutions unanimously adopted by their respective Stockholders at separate meetings thereof duly called, convened and held for that purpose, have caused their respective corporate seals to be hereunto affixed and these presents to be signed and acknowledged by their respective Presidents and Secretaries duly authorized as of the day and year first above written.

Attest:


WARWICK ENGINEERING, INC.



Secretary

By: 
President

Attest:

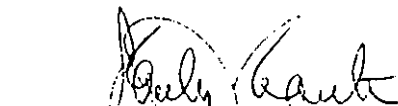
GETCHELL & SON, INC.


Secretary

By: 
President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

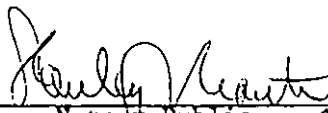
In the City of Providence, in said County, on this 30 day of September, A.D. 1974, there personally appeared before me Howard R. Brewster, President of WARWICK ENGINEERING, INC., a corporation existing under the laws of the State of Rhode Island, and one of the corporations described in and which executed the foregoing Agreement and Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Agreement and Plan of Merger and acknowledged the execution of said Agreement and Plan of Merger to be his free act and deed and the free act, deed and agreement of said corporation.


Notary Public
Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence, in said County, on this 30 day of September, A.D. 1974, there personally appeared before me Howard R. Brewster, President of GETCHELL & SON, INC., a corporation existing under the laws of the State of Rhode Island, and one of the corporations described in and

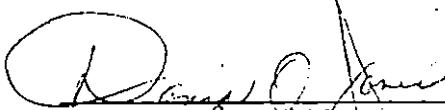
which executed the foregoing Agreement and Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Agreement and Plan of Merger before me and acknowledged the execution of said Agreement and Plan of Merger to be his free act and deed and the free act, deed and agreement of said corporation.


Notary Public
Notary Public

STATE OF RHODE ISLAND
PROVIDENCE, Sc.

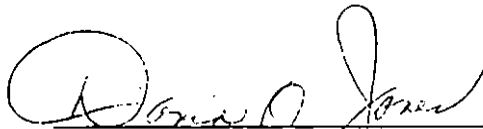
I, David O. Jones, Secretary of WARWICK ENGINEERING, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Rhode Island, do hereby certify under the seal of said corporation that the foregoing Agreement and Plan of Merger was submitted to the stockholder of said corporation at a special meeting thereof duly called, convened and held on the 30th day of September, A.D. 1974, separately, for the purpose of taking the same into consideration; that at such meeting, the foregoing Agreement and Plan of Merger was considered by the stockholder of said corporation; that a vote by unanimous written consent was taken for the adoption or rejection thereof, and that the vote of the stockholder of said corporation, representing all of the shares of its capital stock, was cast for the adoption of said Agreement and Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the said WARWICK ENGINEERING, INC., this 30th day of September, A.D. 1974.


Secretary

I, David O. Jones, Secretary of GETCHELL & SON, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Rhode Island, do hereby certify under the seal of said corporation that the foregoing Agreement and Plan of Merger was submitted to the stockholders of said corporation at a special meeting thereof duly called, convened and held on the 30th day of September, A.D. 1974, separately, for the purpose of taking the same into consideration; that at such meeting, the foregoing Agreement and Plan of Merger was considered by the stockholders of said corporation; that a vote by unanimous written consent was taken for the adoption or rejection thereof, and that the votes of the stockholders of said corporation, representing all of the shares of its capital stock, were cast for the adoption of said Agreement and Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the said GETCHELL & SON, INC., this 30th day of September, A.D. 1974.

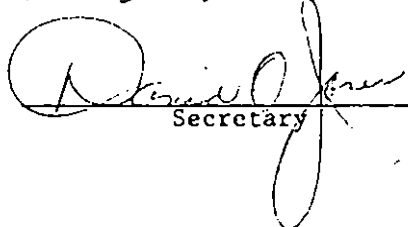

Secretary

CERTIFICATE

I, David O. Jones, in my official capacity, hereby certify as follows:

That I am Secretary of WARWICK ENGINEERING, INC. and GETCHELL & SON, INC., both duly organized under the laws of the State of Rhode Island; that on September 30, 1974, an Agreement and Plan of Merger was executed by the above two corporations under and by virtue of the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island (1956), as amended, under which the said two corporations were merged effective as of September 30, 1974, into GETCHELL & SON, INC., the surviving corporation to be known as GETCHELL & SON, INC., all as appeared in said Agreement and Plan of Merger filed with the Secretary of State of Rhode Island.

IN WITNESS WHEREOF, I set my hand and affix the seals of said two corporations, this 30 day of September, 1974.


Secretary

SEP 30-74 SEC-OF STATE 7601 UD***\$50.00

SEP 30 1974

ad/ren