

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

SOLID GOLD PROPERTIES, 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)

(a) Effective June 30, 1991, T.J. PROPERTIES, INC., a Rhode Island corporation shall be merged with and into SOLID GOLD PROPERTIES, INC., (the "Surviving Corporation") on the terms and conditions set forth in this Plan of Merger. Said merger is a statutory merger pursuant to the provisions of Internal Revenue Code Section 368(a)1(a).

(b) Upon effectiveness of such merger (the "Merger"), for every one hundred (100) shares of issued and outstanding capital stock of T.J. PROPERTIES, INC., twenty-five (25) shares of the capital stock of the Surviving Corporation shall be issued following which the shares of T.J. Properties, Inc. shall be cancelled. The shares of stock of the Surviving Corporation issued and outstanding prior to the Merger shall be unaffected by the Merger and shall remain issued and outstanding.

(c) The Articles of Incorporation of SOLID GOLD PROPERTIES, INC. shall be the Articles of Incorporation of the Surviving Corporation.

(d) The By-Laws, Directors and Officers of the Surviving Corporation shall continue as in effect immediately prior to the effectiveness of the Merger.

(e) The Merger shall have the effects set forth in Section 7-1.1-69 of the General Laws, 1956, as amended.

(f) The Stockholders of the Surviving Corporation and T.J. PROPERTIES, INC. hereby waive mailing of notice of a copy of the plan of merger to themselves.

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
Solid Gold Properties, Inc.	400	None	
T.J. Properties, Inc.	400	None	

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	Number of Shares				
	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Solid Gold Properties, Inc.	400	0	None		
T.J. Properties, Inc.	400	0	None		

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

June 30, 1991

Dated June 12, 1991

SOLID GOLD PROPERTIES, INC.

By *[Signature]*
Its President

and *[Signature]*
Its Secretary

T.J. PROPERTIES, INC.

By *[Signature]*
Its President

and *[Signature]*
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 12th day of
June 19 91, before me personally appeared
James E. DeRentiis, who being by me first duly sworn, declared that he is
the President of SOLID GOLD PROPERTIES, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Lucretia L. Angell
Notary Public

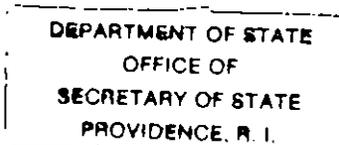
(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 12th day of
June 19 91, before me personally appeared
James E. DeRentiis, who being by me first duly sworn, declared that he is
the President of T.J. PROPERTIES, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Lucretia L. Angell
Notary Public

(NOTARIAL SEAL)



Rec'd & Filed JUL 23 1991
PJM-25 # 63191

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUL 23 10 38 AM '91



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

July 17, 1991

TO WHOM IT MAY CONCERN:

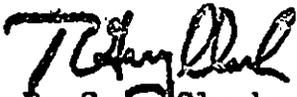
Re: T.J. PROPERTIES, INC.

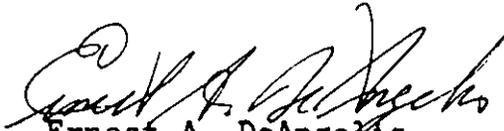
It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation 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

RECEIVED
SECRETARY OF STATE
2025 JUL 23 10 58 AM '91

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