

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO
PROVIDENCE BEVERAGE COMPANY**

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

Plan of Merger Attached

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
100	100	Common-no par	100	100

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on Notice waived and Plan of Merger adopted this date by vote of shareholder of subsidiary, Valley Wines, Inc.

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

Dated December 26, 19 86.

PROVIDENCE BEVERAGE COMPANY

By *Raymond T. Mancini*
 Its President
 and *Samuel Kotchman*
 Its Asst. Secretary

STATE OF RHODE ISLAND }
 COUNTY OF Providence } Sc.

At Providence, in said county on the 26th day of December, 19 86, before me personally appeared Raymond T. Mancini, who being by me first duly sworn, declared that he is the President of Providence Beverage Company, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Alan Gibson
 Notary Public



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AGREEMENT

AND

PLAN OF MERGER

This Agreement entered into by and between PROVIDENCE BEVERAGE COMPANY, a Rhode Island corporation, hereinafter called "Providence," and VALLEY WINES, INC., a Rhode Island corporation, hereinafter called "Valley" on the 26 day of December, 1986.

WHEREAS, Providence is a corporation duly organized and subsisting under the laws of the State of Rhode Island having been incorporated on February 3, 1959, and

WHEREAS, Valley is a corporation duly organized and subsisting under the laws of the State of Rhode Island having been incorporated on December 24, 1985, and

WHEREAS, the number of shares of capital stock which Providence has authority to issue is 1,000 shares of common stock without par value; of which 200 shares are voting common stock and 800 shares are non-voting common stock; and

WHEREAS, the number of shares of capital stock of Providence which is issued and outstanding is 200 shares of voting common stock and 565 shares of non-voting common stock, and

WHEREAS, the number of shares of capital stock which Valley

has authority to issue is 1,000 shares of common stock without par value; of which 100 shares are issued and outstanding, and

WHEREAS, Providence owns all of the issued and outstanding shares of capital stock of Valley and therefore Valley is a wholly-owned subsidiary of Providence, and

WHEREAS, both corporations are engaged in the business of alcoholic beverage wholesale distribution and both sell their products to retail alcoholic beverage licensees, the number of whom are limited by law in Rhode Island, and

WHEREAS, as a result of the limited number of licenses, both corporations sell their respective products to the same customers, and

WHEREAS, Providence and Valley desire to merge into a single corporation for the purpose of simplifying the corporate structure, providing better services to their customers, effecting economics in sales expenses and delivery costs, simplifying procedures for customers and consolidating debt into the surviving corporation, the stockholders of Providence and Valley have determined that it is advisable and in the best interests of the corporations and their stockholders that Valley be merged into Providence pursuant to the provisions of Section 332 of the Internal Revenue Code, on terms and conditions hereinafter set forth and in accordance with applicable provisions of law.

NOW, THEREFORE, in consideration of premises of the mutual

agreements herein contained and of the mutual benefits herein provided, the parties agree as follows:

1. On the effective date of this Agreement, Valley shall be merged into Providence, together with all its properties (real, personal and mixed), easements, licenses, choses in action and interests of every kind, rights, privileges, powers, exemptions and immunities, subject, however, to any liens, mortgages or charges thereon. Such distribution of the assets of Valley shall be in complete redemption of all outstanding capital stock of such corporation. From and after the effective date of this Agreement, all such properties (real, personal and mixed), easements, licenses, choses in action and interests of every kind rights, privileges, powers, exemptions and immunities shall be vested in Providence by virtue of this merger and without any other instrument, and shall thereupon be as effectually properties of Providence as they were formerly of Valley, and all rights of all creditors of, and all liens, mortgages or charges on the property of Valley shall be preserved unimpaired.

2. On and after the effective date of this Agreement, Providence hereby assumes liability for all contracts, deeds of trust, indentures, debts, obligations of any kind, liabilities and duties incurred by Valley, and all shall attach to Providence and be enforceable against it and its properties to the same extent as if incurred or contracted by it.

3. Providence shall survive the merger herein contemplated and shall continue to be covered by the laws of the State of Rhode Island, but on the effective date of this Agreement, the separate existence of Valley shall cease and each of the 100 shares of common

stock presently issued and outstanding shall be cancelled.

4. The name of the company which is to survive the foregoing merger is Providence Beverage Company (a Rhode Island corporation). No change is to be made by the foregoing merger in its Articles of Incorporation, By-Laws or capitalization. It will continue to exist, after the foregoing merger, as a corporation incorporated under the laws of the State of Rhode Island and under its original Articles of Incorporation and By-Laws. It will continue, after merger, to have authority to issue capital stock as heretofore. Its registered office in the State of Rhode Island will continue to be located at 732 Fleet National Bank Building, Providence, Rhode Island 02903, and its Agent for Service of Process at such office will continue to be Samuel J. Kolodney. The names of its present officers, who will continue as such officers, are as follows: President and Treasurer--Raymond T. Mancini; Vice President--Deborah A. Morrocco; Assistant Vice President--Adeline Mancini; Secretary--Anna V. Viti; Assistant Secretary--Samuel J. Kolodney.

5. This Agreement shall become effective and the Plan of Merger set forth herein shall be considered to have been adopted upon compliance with the applicable provisions of Chapter 7-1.1 of the General Laws of Rhode Island (1956) as amended.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

Witness:

PROVIDENCE BEVERAGE COMPANY

By Raymond T. Mancini
President

VALLEY WINES, INC.

By Raymond T. Mancini
President