

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

EUA Ocean State Corporation

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)

Attached hereto as Exhibit A

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>
EUA Ocean State Corporation	1		N/A
Newport Electric Power Corporation	1		N/A

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>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
EUA Ocean State Corporation	1	0		N/A	
Newport Electric Power Corporation	1	0		N/A	

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

Upon filing.

Dated December 18, 19 90

EUA Ocean State Corporation

By [Signature]
Its President

and [Signature]
Its Secretary

Newport Electric Power Corporation

By [Signature]
Its Vice President

and [Signature]
Its Secretary

COMMONWEALTH OF
MASSACHUSETTS
~~STATE OF RHODE ISLAND~~

COUNTY OF SUFFOLK

} Sc.

At One Liberty Square, Boston in said County on the 18th day of
December 19 90, before me personally appeared John R. Stevens
, who being by me first duly sworn, declared that he is
the President of ECA Ocean State Corporation
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Joseph A. Ferguson
Notary Public

(NOTARIAL SEAL)

COMMONWEALTH OF
MASSACHUSETTS
~~STATE OF RHODE ISLAND~~

COUNTY OF SUFFOLK

} Sc.

At One Liberty Square, Boston in said county on the 18th day of
December 19 90, before me personally appeared Robert F. Wolff
, who being by me first duly sworn, declared that he is
the Vice-President of Newport Electric Power Corporation,
that he signed the foregoing document as such Vice-President of the
corporation, and that the statements therein contained are true.

Joseph A. Ferguson
Notary Public

(NOTARIAL SEAL)

1359

RECEIVED
SECRETARY OF STATE
CORPORATE LAW DIV.

DEC 31 11 00 AM '90

RS 1265

Rec'd & Filed DEC 31 1990

EXHIBIT A

PLAN OF MERGER

Plan of Merger adopted on this 18th day of December, 1990, by
EUA OCEAN STATE CORPORATION, a Rhode Island corporation ("EUA
Ocean State"), and NEWPORT ELECTRIC POWER CORPORATION, a Rhode
Island corporation ("Newport Power"), whereby Newport Power
will merge with and into EUA Ocean State pursuant to the
provisions of Section 7-1.1-65 of the Rhode Island Business
Corporation Act (the "Act")

W I T N E S S E T H:

WHEREAS, the authorized capital stock of EUA Ocean State
consists of 8,000 shares of common stock, One Dollar (\$1.00)
par value, of which 1 share is issued and outstanding ("EUA
Ocean State Stock");

WHEREAS, the authorized capital stock of Newport Power
consists of 100 shares of common stock, One Dollar (\$1.00) par
value, of which 1 share is issued and outstanding ("Newport
Power Stock");

WHEREAS, the Board of Directors and shareholders of EUA
Ocean State have each determined that it is advisable and in
the best interests of EUA Ocean State and the shareholders of
EUA Ocean State that Newport Power be merged with and into EUA
Ocean State pursuant to the provisions of said Section 7-1.1-65
of the Act; and

WHEREAS, the Board of Directors and shareholders of Newport Power have each determined that it is advisable and in the best interests of Newport Power and its shareholders that Newport Power be merged with and into EUA Ocean State pursuant to the provisions of Section 7-1.1-65 of the Act;

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, and in accordance with the applicable provisions of the Act, the parties hereto agree as follows:

Article I

Merger

On the Effective Date of the Merger (as hereinafter defined), Newport Power shall be merged with and into EUA Ocean State, which shall be the surviving corporation, and the separate corporate existence of Newport Power shall thereupon cease (such merger is hereafter referred to as the "Merger"). The corporate existence of EUA Ocean State shall continue unaffected and unimpaired by the Merger, and as the surviving corporation it shall continue to be governed by the laws of the State of Rhode Island.

Article II

Articles of Incorporation; By-Laws

The Articles of Incorporation and the by-laws of EUA Ocean State in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation and the by-laws of the surviving corporation until altered, amended or repealed.

Article III

Board of Directors

From and after the Effective Date of the Merger the directors of EUA Ocean State shall be the directors of the surviving corporation, and shall hold office until their successors are elected or appointed and qualified according to the by-laws of the surviving corporation.

Article IV

Shares

1. On the Effective Date of the Merger, each share of Newport Power stock issued and outstanding immediately prior to the Effective Date of the Merger shall be cancelled. Each holder of a stock certificate representing the Newport Power Stock so cancelled shall promptly surrender such certificate to EUA Ocean State for cancellation.

2. Each share of EUA Ocean State Stock issued and outstanding immediately prior to the Effective Date of the Merger shall continue to be issued and outstanding as common stock of the surviving corporation unaffected by the Merger.

Article V

Effective Date of Merger

The Merger shall become effective on the date of issuance of a Certificate of Merger by the Rhode Island Secretary of State with respect to the Merger (the date of such issuance is herein referred to as the "Effective Date of the Merger").

Article VI

Surviving Corporation

Upon completion of the Merger, the surviving corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a business corporation organized pursuant to the Act. In addition, the surviving corporation shall possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of Newport Power; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to Newport Power, shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; and the title to any real estate, or any interest therein, vested in Newport Power shall not revert or be in any way impaired by reason of the Merger. The surviving corporation shall also be responsible and liable for all the liabilities and obligations of Newport Power; and any claim existing or action or proceeding pending by or against Newport Power may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Newport Power shall be impaired by the Merger.

Article VII

Termination

Anything contained in this Plan of Merger to the contrary notwithstanding, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the filing of the Articles of Merger by the Board of Directors of EUA Ocean State and the Board of Directors of Newport Power.

Article VIII

Miscellaneous

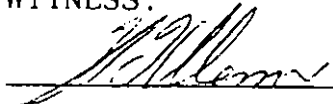
1. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Rhode Island.

2. The headings of the several Articles contained herein are inserted for reference purposes only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.

3. This Plan of Merger may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan of Merger to be executed by its duly. authorized officers, on the day and year first above written.

WITNESS:



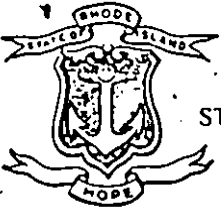


EUA OCEAN STATE CORPORATION

By: 

NEWPORT ELECTRIC POWER CORPORATION

By: 



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

December 24, 1990

TO WHOM IT MAY CONCERN:

Re: NEWPORT ELECTRIC POWER CORPORATION


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