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ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

ROSS TOOL CORPORATION
(A Rhode Island Corporation)

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Ellin Corporation	Rhode Island
<i>change to</i> Ross Tool Corporation	California

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is ROSS TOOL CORPORATION, and it is to be governed by the laws of the State of Rhode Island.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned

foreign corporation in the manner prescribed by the laws of the State under which it is organized:

FIRST: Ellin Corporation ("Ellin") shall be the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights, and immunities shall be unaffected and unimpaired by the merger, except that its name shall be changed to Ross Tool Corporation. On the effective date of the merger, the separate existence and corporate organization of Ross Tool Corporation ("Ross"), except insofar as it may be continued by statute, shall cease.

SECOND: The Articles of Incorporation of Ellin shall on the effective date of the merger, be the Articles of Incorporation of the surviving corporation as amended below, until further altered, amended, or repealed as provided by law.

Article FIRST of the Articles of Incorporation of Ellin is hereby amended to read as follows: "The name of the corporation is Ross Tool Corporation."

THIRD: The by-laws of Ellin in effect on the effective date of the merger shall be the by-laws of the surviving corporation until amended, rescinded, or repealed as provided therein or by law.

FOURTH: The officers and directors of Ellin on the effective date of the merger shall continue to be officers and directors of the surviving corporation.

FIFTH: Upon the effective date of the merger:

A.) Each of the 10 shares of the no par value common stock of Ellin presently issued and outstanding shall be retired, and no shares of common stock of Ellin shall be issued in lieu thereof.

B.) Each issued and outstanding share of the \$100 par value common stock of Ross shall be forthwith converted into one fully-paid and non-assessable share of no par value common stock of Ellin, the surviving corporation.

C.) After the effective date of the merger, the holder of the certificate representing the issued shares of stock of Ross may surrender the

same and shall be entitled to receive in exchange thereof a certificate representing the number of shares of common stock of Ellin into which the Ross shares, theretofore represented by the certificate so surrendered, shall have been converted as aforesaid. Until so surrendered the outstanding certificate, which prior to the effective date of the merger represented Ross shares, shall be deemed for all corporate purposes to evidence ownership of the number of shares of common stock of Ellin into which the Ross shares shall have been converted.

SIXTH: On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchises, and interests of each of the merging corporations and all of their property (real, personal, and mixed) and all debts due on whatever account of either of them shall be vested in the surviving corporation, without further act or deed; and all claims, demands, property, and every other interest shall be as effectually the property of the surviving corporation as they were of the constituent corporations, and the title to all real estate vested in either of the merging corporations shall not be deemed to revert or to be in any way impaired by reason of the merger but shall be vested in the surviving corporation.

FIFTH: As to each of the undersigned corporations, the numbers 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>
Ellin Corporation	600	Not Applicable	
Ross Tool Corporation	200	Not Applicable	

SIXTH: 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
Ellin Corporation	600	0			Not Applicable
Ross Tool Corporation	200	0			Not Applicable

SEVENTH: Not Applicable: the surviving corporation is to be governed by the laws of Rhode Island

Dated: October 1, 1984

ELLIN CORPORATION

By *Robert E. Ellin*
Its *President*

and *Margaret E. Ellin*
Its *Secretary*

ROSS TOOL CORPORATION

By *Douglas R. Johnston*
Its *President*

and *Margaret E. Ellin*
Its *Secretary*

STATE OF RHODE ISLAND
COUNTY OF BRISTOL

At Warren in said County on the 15th day
of October, 1984, before me personally appeared Roger E. Elin
and Marjorie E. Elin, who being by me first duly sworn, declared
that they are the Treas. and Secretary, respectively, of
ELLIN CORPORATION, that they signed the foregoing document as
such officers of the corporation, and that the statements therein
contained are true.

Janice Spagnoli
Notary Public

STATE OF RHODE ISLAND
COUNTY OF BRISTOL

At Warren in said County on the 15th day
of October, 1984, before me personally appeared Douglas R. Johnston
and Marjorie E. Elin, who being by me first duly sworn, declared
that they are the President and Secretary, respectively, of
ROSS TOOL CORPORATION, that they signed the foregoing document as
such officers of the corporation, and that the statements therein
contained are true.

Janice Spagnoli
Notary Public

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