

Filing Fee: \$50.00

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ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO
ROYAL DIVERSIFIED PRODUCTS, 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:

FIRST: ROYAL DIVERSIFIED PRODUCTS, INC. ("ROYAL") and ROSS TOOL CORPORATION ("ROSS") will cause special meetings of their respective stockholders to be called and held to consider and vote upon the merger of ROSS into ROYAL on the terms and conditions hereinafter set forth. Upon approval of the merger by their stockholders, then the necessary Articles of Merger shall be filed with the State of Rhode Island. The merger shall become effective on September 30, 1988.

SECOND: ROYAL shall be the surviving corporation, and its identity, existence, purposes, powers, objects, franchises, rights, and immunities shall be unaffected and unimpaired by the merger. On the effective date of the merger, the separate existence and corporate organization of ROSS, except insofar as it may be continued by statute, shall cease.

THIRD: The Articles of Incorporation of ROYAL, as amended, should on the effective date of the merger be the Articles of Incorporation of the surviving corporation, until further altered, amended, or repealed as provided by law.

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of ROYAL in effect on the effective date of the merger shall be the by-laws of the surviving corporation until amended, rescinded, or repealed as provided therein by law.

FIFTH: The officers and directors of ROYAL shall continue to be officers and directors of the surviving corporation.

SIXTH: Upon the effective date of the merger, no shares of the parent corporation are to be issued for shares of the merged subsidiary, but on the effective date of the Articles of Merger, the shares of stock of the merged subsidiary are to be surrendered for cancellation to the parent corporation.

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SEVENTH: On the effective date of the merger, all of the estate, property, right, 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.

EIGHTH: To the extent permitted by law, from time to time, as and when requested by ROYAL, or by its successor or assigns, ROSS shall execute and deliver, or cause to be executed and delivered, all such deeds and instrument, and to take, or cause to be taken, such further or other action as ROYAL may deem necessary or desirable, in order to vest in and confirm to ROYAL title to, and possession of, any property of ROSS acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of ROSS and the proper officers and directors of ROYAL will take any and all such action to consummate the merger of the two corporations.

SECOND: As to each of the undersigned corporations (except one whose shareholders are not required to approve the agreement under Section 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
Royal Diversified Products, Inc.	93	Common	93
Ross Tool Corporation	200	Common	200

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	Class	Voted For	Voted Against
Royal Diversified Products, Inc.	93	-0-	Common	93	-0-
Ross Tool Corpora- tion	200	-0-	Common	200	-0-

FOURTH: Time merger to become effective (Section 7-1.1-69):
September 30, 1988.

Dated: September 2, 1988

ROYAL DIVERSIFIED PRODUCTS, INC.

By Roger E. Ellin
Its President

By Margaret E. Ellin
Its Secretary

ROSS TOOL CORPORATION

By Douglas R. Johnston
Its President

By Margaret E. Ellin
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Bristol

At Warren, R.I. in said County on the 2nd day
of September, 1988, before me personally appeared ROGER E.
ELLIN, who being by me first duly sworn, declared that he is the
President of ROYAL DIVERSIFIED PRODUCTS, INC., that he signed the
foregoing document as such officer of the corporation, and that the
statements therein contained are true.

Joseph N. Lacunaci
Notary Public

STATE OF RHODE ISLAND

COUNTY OF Bristol

At Wanwan, R.I. in said County on the 2nd day
of September, 1988, before me personally appeared DOUGLAS R.
JOHNSTON, who being by me first duly sworn, declared that he is the
President of ROSS TOOL CORPORATION, that he signed the foregoing
document as such officer of the corporation, and that the statements
therein contained are true.

Joseph N. Lacourci
Notary Public

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CONFIDENTIAL

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