

Filing fee: \$20.00

13063

ARTICLES OF MERGER
ADMIRAL PACKAGING, INC ¹²⁹ **OF DOMESTIC CORPORATIONS** UNION INDUSTRIES, INC.
INTO

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)

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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
Admiral Packaging, Inc.	150	Common	150
Union Industries, Inc.	100	Common	100

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	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Admiral Packaging, Inc.	150	0	N/A		
Union Industries, Inc.	100	0			

FOURTH: Time merger to become effective (§ 7-1.1-69): JANUARY 1, 1988

Dated DECEMBER 11th, 19 87

UNION INDUSTRIES, INC.

By: *[Signature]*
H. Alan Frank
Its President
and: *[Signature]*
Melvin S. Frank
Its Secretary

ADMIRAL PACKAGING, INC.

By: *[Signature]*
H. Alan Frank
Its President
and: *[Signature]*
Melvin S. Frank
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At PROVIDENCE in said County on the 11th day of
DECEMBER 19 87, before me personally appeared H. Alan
Frank, who being by me first duly sworn, declared that he is
the President of Union Industries, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Frank R. T. Public
Notary Public

(NOTARIAL SEAL)

FRANK R. T. PUBLIC

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At PROVIDENCE in said county on the 11th day of
DECEMBER 19 87, before me personally appeared H. Alan
Frank, who being by me first duly sworn, declared that he is
the President of Admiral Packaging, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Frank R. T. Public
Notary Public

(NOTARIAL SEAL)

FRANK R. T. PUBLIC

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AGREEMENT OF A STATUTORY
MERGER

AGREEMENT OF MERGER, dated this *11th* day of December, 1987, by and between UNION INDUSTRIES, Inc., a Rhode Island corporation ("Industries") and ADMIRAL PACKAGING, INC., a Rhode Island corporation ("Admiral").

WITNESSETH:

WHEREAS, Industries is a corporation organized and existing under the laws of the State of Rhode Island, having been incorporated on September 24, 1956. The authorized capital stock of Industries consists of six hundred (600) shares of common stock without par value, of which One Hundred (100) shares are issued and outstanding and the balance; namely, Five Hundred (500) shares have not been issued; and

WHEREAS, Admiral is a corporation organized and existing under the laws of the State of Rhode Island, having been incorporated on March 1, 1977. The authorized capital stock of Admiral consists of Two Thousand (2,000) shares of common stock without par value, of which One Hundred Fifty (150) shares are issued and outstanding and the balance, namely, Eighteen Hundred Fifty (1850) shares of common stock without par value have not been issued; and

WHEREAS, the stockholders of Industries and Admiral, respectively, deem it desirable and in the best interests of the corporations that Admiral be merged into Industries, and the corporations, respectively, desire that they effectuate a statutory merger under the laws of the State of Rhode Island.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. MERGER. On December 31, 1987, on the close of the business day, providing all of the following events shall have happened; viz.,

(a) this Agreement shall have been adopted and approved by the holders of the Common Stock of Industries and of the Common Stock of Admiral at separate meetings of the stockholders of the respective corporation in accordance with the requirements of the laws of the State of Rhode Island and that fact shall have been certified hereon by the respective secretary of each corporation under their respective corporate seals; and

(b) this Agreement, so adopted and certified, shall have been signed, acknowledged and filed, all as required by the provisions of the laws of the State of Rhode Island;

thereupon Admiral shall be deemed to have merged with and into Industries which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The single corporation which shall so survive the merger (the "Surviving Corporation") is Industries; Industries and Admiral are (the "Constituent Corporations"); and the date and time when the Constituent Corporations shall merge and become

the Surviving Corporation are hereinafter referred to as "the effective date of the merger", January 1, 1988. The fiscal year of the Surviving Corporation shall be the period ending December 31st of each year.

2. The name of the Surviving Corporation shall be Union Industries, Inc. The purposes of the Surviving Corporation and the nature of the business to be transacted by it shall be as follows:

"The manufacture and distribution of plastic and paper bags, goods and any and all other materials and products, at wholesale, retail or otherwise and the transaction of any and all lawful business for which corporations may be incorporated under Chapter 7-1 of the General Laws of Rhode Island (1956) as amended."

3. On the effective date of the merger, the Articles of Incorporation of Industries shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

4. On the effective date of the merger, the Bylaws of Industries shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof.

5. The Board of Directors of the Surviving Corporation shall initially consist of two (2) directors, each of whom shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until his

successor shall have been duly elected and shall have qualified, or until earlier death, resignation or removal. The respective names, places of residence and addresses of such directors are as follows:

<u>Name</u>	<u>Residence Address</u>
Melvin S. Frank	303 Jacobs Hill Seekonk, Massachusetts
H. Alan Frank	126 Hartshorn Road Providence, RI 02906

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	H. Alan Frank	126 Hartshorn Road Providence, RI 02906
Vice President	Thomas McCabe	17 Pheasant Run Smithfield, RI 02917
Vice President	Harley A. Frank	126 Hartshorn Road Providence, RI 02906
Secretary	Harley A. Frank	(as above)
Treasurer	Melvin S. Frank	(as above)

The Surviving Corporation may have such other officers as shall be provided for in its Bylaws.

If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the Bylaws of the Surviving Corporation.

6. On the effective date of the merger, the authorized capital stock of the Surviving Corporation; namely, Industries shall be six hundred (600) shares of the common stock without par value of which one hundred (100) shares have heretofore been issued; additional shares will be issued to the stockholders of Admiral in accordance with the provisions of paragraph 7 hereof.

7. Industries shall, upon the effective date of the merger, transfer and deliver to the then stockholders of Admiral shares of its treasury stock equal in book value as of December 31, 1987, to the book value as of said date of the outstanding shares of Admiral in exchange for which said stockholders shall transfer and deliver to Industries all of the outstanding shares of said Admiral. Said shares of Admiral shall thereupon be deemed cancelled, retired and eliminated.

8. Between the date hereof and the effective date of the merger, neither Industries nor Admiral will, except with the prior consent of the other:

(a) Issue, transfer or sell any stock, bonds or other corporate securities;

(b) Incur any obligation or liability except in the ordinary course of business;

(c) Sell or transfer any of its tangible assets or cancel any debts or claims except in each case in the ordinary course of business;

(d) Enter into any transaction other than in the ordinary course of business.

9. On the effective date of the merger, Industries and Admiral shall cease to exist separately and Admiral shall be merged with and into Industries in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the General Laws of the State of Rhode Island. As provided therein, on the effective date of the merger the Surviving Corporation, namely, Union Industries, Inc. shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties and obligations, of each of the Constituent Corporations;

and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were in the respective Constituent Corporations; and the title to any real estate, or any interest in real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective constituent Corporations shall thence forth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

10. The location of the principal office of the Surviving Corporation, namely, Union Industries, Inc., shall be 10 Admiral Street, Providence, Rhode Island.

11. From time to time, as and when requested by the Surviving Corporation, Admiral will execute and deliver or cause to be executed and delivered, all such instruments, deeds and documents necessary to consummate the provisions contained

herein; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers and franchises and otherwise to carry out the intent and purpose of this Agreement.

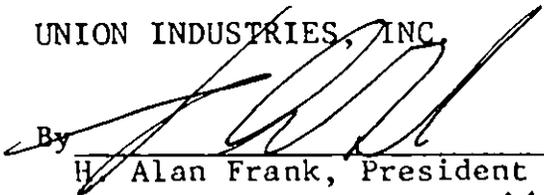
12. The Surviving Corporation, namely, Union Industries, Inc., hereby reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, as from time to time amended, and any provision contained in this Agreement, in the manner now or hereafter prescribed by law or by said Articles, as from time to time amended; and all rights and powers of whatsoever nature conferred by virtue of said Articles of Incorporation, as from time to time amended, or herein, upon any stockholder, director, officer or any other person are subject to this reservation.

13. Any number of counterparts of this Agreement may be executed and each such counterpart shall be deemed an original.

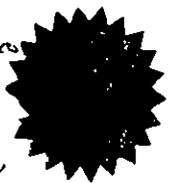
IN WITNESS WHEREOF, Union Industries, Inc. and Admiral Packaging, Inc. have caused this instrument to be executed as of the day and year first above written.

UNION INDUSTRIES, INC.

By


Alan Frank, President

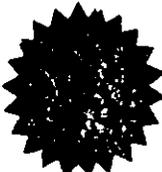
*Union Industries, Inc.
Rocks Island
Adm. to J. L. L.*



ADMIRAL PACKAGING, INC.

By Melvin S. Frank
Melvin S. Frank, Treasurer

Admiral Packaging, Inc. RI.
Accepted Seal



STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

At Providence, this 11th day of December, 1987, before me personally appeared H. Alan Frank, to me known and known by me to be the President of Union Industries, Inc., and the individual executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of said Union Industries, Inc.

Edmond S. Goldin
Notary Public
Edmond S. Goldin

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

At Providence, this 11th day of December, 1987, before me personally appeared Melvin S. Frank, to me known and known by me to be the Treasurer of Admiral Packaging, Inc., and the individual executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of said Admiral Packaging, Inc.

Edmond S. Goldin
Notary Public
Edmond S. Goldin