

Filing fee: \$100.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

Gowdey Wire, Inc./Gowdey Reed Company

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)

See Attached

FILED

SEP 3 1997

By

[Signature]
190/56

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>
1965 Gowdey Wire, Inc.	100	Common	100
1964 Gowdey Reed Company	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:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Gowdey Wire, Inc.	100	0	Common	100	0
Gowdey Reed Company	100	0	Common	100	0

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

Dated February 14, 19 97

By James H. Wilson
 Its James H. Wilson President
 and James H. Wilson
 Its James H. Wilson Secretary

By James H. Wilson
 Its James H. Wilson President
 and James H. Wilson
 Its James H. Wilson Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE } SC.

At PAWTUCKET in said County on the 14th day of
FEBRUARY 1997, before me personally appeared

JAMES H. Wilson, who being by me first duly sworn, declared that he is
the PRESIDENT/SECRETARY of Gowdey Wire, Inc / Gowdey Reed, Inc.
that he signed the foregoing document as such OFFICER of the
corporation, and that the statements therein contained are true.

Debara Root
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE } SC.

At PAWTUCKET in said county on the 14th day of
FEBRUARY 1997, before me personally appeared

JAMES H. Wilson, who being by me first duly sworn, declared that he is
the PRESIDENT/SECRETARY of Gowdey Wire, Inc / Gowdey Reed, Inc.
that he signed the foregoing document as such OFFICER of the
corporation, and that the statements therein contained are true.

Debara A. Root
Notary Public

(NOTARIAL SEAL)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

July 31, 1997

TO WHOM IT MAY CONCERN:

Re: GOWDEY WIRE, INC.


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:

MERGER - NON SURVIVOR

Very truly yours,


Rt. Gary Clark
Tax Administrator


Ernest A. DeAngelis
Chief Revenue Agent
Corporations

Special Meeting of Stockholders
of Gowdey Wire, Inc. and Gowdey Reed Company

A meeting was called on January 10, 1997, by the Board of Directors at 325 Illinois Street, Central Falls, Rhode Island, 02863. All directors of Gowdey Wire, Inc. and Gowdey Reed Company were present and in attendance at the meeting.

The meeting was called to order to vote for a plan of merger under "the provisions of section 7-1.1-65 of the General Laws of Rhode Island, 1956 as amended" whereby Gowdey Wire, Inc., will be merged into Gowdey Reed Company, the surviving company.

<u>Officers</u>	<u>Gowdey Wire, Inc.</u>	<u>Gowdey Reed Co.</u>	<u>Voted For</u>
President	James Wilson	James Wilson	James Wilson
Secretary	James Wilson	James Wilson	James Wilson
Treasurer	James Wilson	James Wilson	James Wilson
Sole Shareholder	James Wilson	James Wilson	James Wilson

Assets and liabilities of Gowdey Wire, Inc. will be assumed by surviving corporation (Gowdey Reed Company) with shares of Gowdey Wire, Inc., being redeemed for no value.

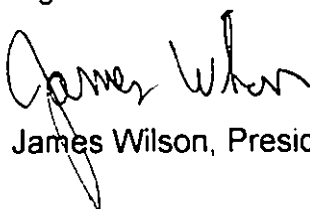
The articles of incorporation of Gowdey Reed Company shall be the articles of incorporation of the surviving corporation.

No other provisions are applicable under the merger.

The plan is to take effect on January 24, 1997.

There being no further business to come before the meeting the same was thereupon adjourned.

Signed:



James Wilson, President/Secretary