

Filing fee: \$50.00

**ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO**

RYCO, INC.

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>
RYCO, INC. 541366	RHODE ISLAND
RYCO, INC.	CONNECTICUT

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

THIRD: The name of the surviving corporation is Ryco, Inc.

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:

(Insert Plan of Merger)

FIFTH: As to each of the undersigned corporations, 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:

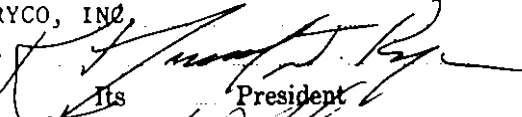
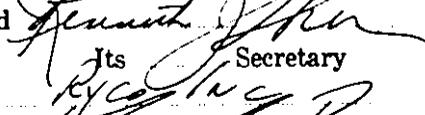
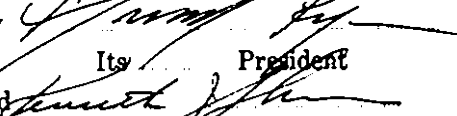
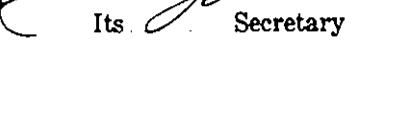
<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
RYCO, INC.	4929	NO PAR VALUE	

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:

<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>
RYCO, INC.	1071	-0-	NO PAR VALUE		

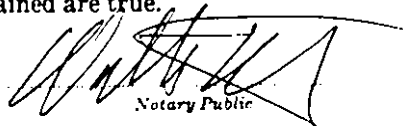
SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated June 29, 1989

RYCO, INC.  
By  Its President  
and  Its Secretary  
By  Its President  
and  Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At PROVIDENCE in said County on the 29th day  
of June 1989, before me personally appeared  
Donald J. Ryan, who being by me first duly sworn, declared that he  
is the President of Ryco, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At PROVIDENCE in said County on the 29th day  
of June 1989, before me personally appeared  
Kenneth J. Shea, who being by me first duly sworn, declared that he  
is the Secretary of Ryco, Inc.,  
that he signed the foregoing document as such Secretary of the  
corporation, and that the statements therein contained are true.

  
Notary Public

(NOTARIAL SEAL)

678

22169 <sup>DA</sup> #7

Rec'd & Filed

JUN 30 1989

RECEIVED  
SECRETARY'S OFFICE  
JUN 30 8 43 AM '89

AGREEMENT OF MERGER

Agreement of Merger dated as of the 15 day of June, 1989, between RYCO, Inc., a Rhode Island corporation (hereinafter referred to as the "Surviving Corporation") and RYCO, Inc., a Connecticut corporation (hereinafter referred to as the "Merged Corporation") (the Merged Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Rhode Island with its principal office located in Lincoln, Rhode Island; and

WHEREAS, the Surviving Corporation has a capitalization of 6000 authorized shares of common stock having \$1.00 par value per share, of which 100 share share issued and outstanding; and

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Connecticut with its principal office located at Stamford, Connecticut; and

WHEREAS, the Merged Corporation has a capitalization of 5000 authorized shares of commons stock having \$1.00 par value, of which 1071 shares are issued and outstanding; and

WHEREAS, The Board of Directors and the Sharcholders of the Constituent Corporations deem it desirable and in the best interest to the Constituent Corporations and their shareholders

and the merged Corporation be merged into the Surviving Corporation, in accordance with the laws of the State of Rhode Island and the State of Connecticut in order that the transaction qualify as an "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, 1954, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereafter set forth the Constituent Corporations agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Merged Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of common stock of the Merged Corporation issued and outstanding on the effective date of the

merger shall be converted into one (1) share of the common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) After the effective date of the merger, the holder of certificates for shares of common stock in the Merged Corporation shall surrender them to the Surviving Corporation or to its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue in exchange therefore certificates for shares of common stock in the surviving Corporation representing the number of shares of such stock to which such holder is entitled as provided above.

(c) All issued and outstanding shares of the Surviving Corporation held by the Merged Corporation immediately before the effective date shall, by virtue of the merger and at the effective date, cease to exist and certificates representing such shares shall be cancelled.

4. Certificate of Incorporation of Surviving Corporation.

The Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation following the effective date of the merger.

5. Bylaws of Surviving Corporation. The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. Purposes of Surviving Corporation. The purposes set forth in the Certificate of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the corporate purposes of the corporation surviving this merger.

7. Directors and Officers. The Directors and Officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving corporation following this merger for the full and unexpired terms of their officers and until their successors have been elected and appointed.

8. Office of Surviving Corporation. The current principal office of the Surviving Corporation shall remain the principal office following this merger.

9. Approval of Shareholders. This Agreement of Merger shall be submitted for the approval of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Rhode Island and the State of Connecticut.

10. Effective Date of Merger.

(a) For all purposes of the laws of the State of Rhode Island, this Agreement and the merger herein provided for shall become effective as soon as (i) this Agreement shall have been adopted, approved and signed in accordance with the laws of the State of Rhode Island and Certificate of Merger indicating its adoption and approval shall have been executed in accordance with such laws and (ii) the Certificate of Merger shall have been filed in the Office of the Secretary of the State of Rhode Island.



(b) For purpose of the laws of the State of Connecticut, this Agreement and the merger herein provided for shall become effective and the separate existence of the Merged Corporation, a Connecticut corporation, shall cease, except insofar as it may be continued by statute, as soon as (i) this Agreement shall have been adopted, approved and designed in accordance with the laws of the State of Connecticut and the Certificate of merger indicating its adoption and approval shall have been executed in accordance with such laws and (ii) this Agreement and such Certificate of Merger shall have been filed in the Office of the Secretary of the State of Connecticut.

(c) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate indemnity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued and in merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. (d) The date upon which this Agreement of Merger has been filed in all of the offices mentioned above and upon which the Constituent corporations shall become a single corporation is the effective date of the merger.

11. Abandonment of Merger. This Agreement of Merger may be abandoned by action of the Board of Directors of either the happening of either of the following events:

(a) If the merger is not approved by the Shareholders of either the Surviving or merged Corporation on or before June 30, 1989; or

(b) If, in the judgment of the Board of Directors of either the Surviving or the Merged Corporation, the Merger would be impractical due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

12. Execution of Agreement. This Agreement of Merge may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their Officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective Board of Directors on the date first written above.

RYCO, INC.

By: 

President

RYCO, INC.

By: 

President

*Requested a receipt  
by Bill  
acc copy was  
not necessary  
for memo*

STATE OF CONNECTICUT } SS. HARTFORD  
OFFICE OF THE SECRETARY OF THE STATE }

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,  
this 28th day of June A.D. 1989

Julia H. Tashjian  
SECRETARY OF THE STATE

RECEIVED  
SECRETARY OF STATE  
CONNECTICUT  
JUN 29 10 10 AM '89