

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
THE FREEMAN GROUP, LTD.**

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>
THE FREEMAN GROUP, LTD.	New Hampshire
THE FREEMAN GROUP, LTD.	Rhode Island

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

THIRD: The name of the surviving corporation is THE FREEMAN GROUP, LTD.

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>
THE FREEMAN GROUP, LTD. (New Hampshire)	100		
THE FREEMAN GROUP, LTD. (Rhode Island)	100		

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>
THE FREEMAN GROUP, LTD.	100	0			
THE FREEMAN GROUP, LTD.	100	0			

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 July 31, 1986

THE FREEMAN GROUP, LTD.
By Jerrold L. Lavine
Its President
and
Its Assist. Secretary
THE FREEMAN GROUP, LTD.
By Jerrold L. Lavine
Its President
and
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 31st day
of July 1986, before me personally appeared
Jerrold L. Lavine, who being by me first duly sworn, declared that he
is the President of THE FREEMAN GROUP, LTD.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Robert H. Mickelson
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

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PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER dated as of July 31, 1986 between THE FREEMAN GROUP, LTD., a Rhode Island corporation (hereinafter sometimes referred to as "New Freeman") or the the "Surviving Corporation") and THE FREEMAN GROUP, LTD, a New Hampshire corporation ("Freeman"). New Freeman and Freeman are hereinafter sometimes referred to as the "Constituent Corporations".

RECITALS

A. New Freeman was incorporated in the State of Rhode Island on April 23, 1986. Its principal office is at 330 Freeman Parkway, Providence, Rhode Island 02906 and its authorized capital stock consists of 1500 shares of Common Stock, without par value (the "New Freeman Common Stock"), of which 100 shares are currently issued and outstanding;

B. Freeman was incorporated in the state of New Hampshire on July 18, 1984. Its principal office is at 330 Freeman Parkway, Providence, Rhode Island, and its authorized capital stock consists of 100 shares of Common Stock, without par value (the "Freeman Common Stock"), of which 100 shares are currently issued and outstanding;

C. The respective Boards of Directors of New Freeman and Freeman have adopted the Merger Agreement and deem it advisable and for the benefit of their respective corporations that the Freeman merge with and into the New Freeman on the terms and conditions hereinafter set forth (the "Merger").

NOW, THEREFORE, in consideration of the premises and the representations, warranties and agreements contained herein, the parties hereto agree as follows:

ARTICLE ONE

Effective Time of the Merger

Section 1.1. Merger. At the Effective Time of the Merger (as hereinafter defined), Freeman shall merge with and into New Freeman, which shall be the Surviving Corporation, on the terms and conditions hereinafter set forth.

Section 1.2. Effective Time of Merger. The Merger shall become effective as of the date and time of the filing of copies of this Merger Agreement or certificates of merger with the Secretary of State of the State of New Hampshire and the Secretary of State of the State of Rhode Island as specified in Section 4.2, and the date and time of such filing with the Secretary of State of Rhode Island is herein referred to as the "Effective Time of the Merger."

ARTICLE TWO

Certificates of Incorporation, By-Laws, Directors and Officers

Section 2.1. Certificate of Incorporation. At the Effective Time of the Merger, the Certificate of Incorporation of New Freeman as amended herein shall become the Certificate of Incorporation of the Surviving Corporation and shall thereafter continue to be its Certificate of Incorporation until further amended as provided by law.

Section 2.2 By-Laws. The By-Laws of New Freeman in effect at the Effective Time of the Merger shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended as provided by law.

Section 2.3 Directors. The directors of the Surviving Corporation, to hold office in accordance with the By-Laws of the Surviving Corporation, shall be the existing directors of New Freeman.

ARTICLE THREE

Conversion, Cancellation and Payment for Shares

Section 3.1 Conversion of Shares of Freeman Common Stock. Each share of Freeman Common stock which shall be outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of Freeman, be converted into one validly issued, fully paid and nonassessable share of New Freeman Common Stock. As promptly as practicable after the Effective Time of the Merger, the Surviving Corporation shall issue to the registered holders of the certificate or certificates which immediately prior thereto represented outstanding shares of Freeman Common Stock, upon surrender and cancellation thereof, a certificate or certificates representing the aggregate number of shares of the stock of the Surviving Corporation into which the shares of Freeman Common stock were converted at the Effective Time of the Merger. Until so surrendered, the certificate or certificates which immediately prior to the

Effective Time of the Merger represented outstanding shares of Freeman Common stock shall be deemed for all corporate purposes to evidence the ownership of the number of shares of the Surviving Corporation into which such shares of Freeman have been so converted upon the Merger.

ARTICLE FOUR

Adoption

Section 4.1 Submission to Vote of Shareholders. To the extent required by applicable law, this Merger Agreement shall be submitted at the earliest practicable date to the shareholders of New Freeman and Freeman for the approval by such shareholders.

Section 4.2 Filing with the State of New Hampshire and Rhode Island. As soon as practicable following the approval of the Merger Agreement by the shareholders of Freeman, subject to the terms and conditions of this Merger Agreement, copies of this Merger Agreement, certificates of merger or other appropriate recording instruments shall be executed and acknowledged by the Constituent Corporation as necessary, and thereafter delivered to the Secretaries of State of the States of New Hampshire and Rhode Island for filing in accordance with applicable law.

ARTICLE FIVE

Miscellaneous

Section 5.1 Further Assurances. The Constituent Corporations shall take all such action as may be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time of the Merger any further action is necessary or desirable to carry out the purposes of this Merger Agreement and to vest the Surviving Corporation with full title to all properties, assets, rights, approvals, immunities and franchises of either New Freeman or Freeman, the officers and directors of each such corporation, at the expense of the Surviving Corporation, shall take all such necessary action.

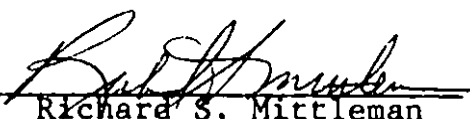
Section 5.2 Parties in Interest. This Merger Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns. Nothing in this Merger Agreement is intended to confer, expressly or by implication, upon any other person any rights or remedies under or by reason of this Merger Agreement.

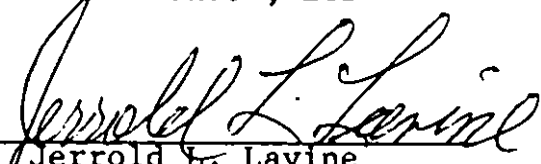
Section 5.3 Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be considered to be an original instrument, but such counterparts together shall constitute but one and the same instrument.

Section 5.4 Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Rhode Island.

Attest:

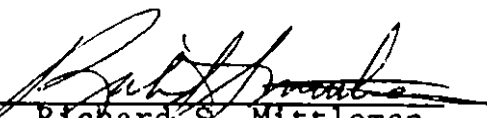
THE FREEMAN GROUP, LTD.

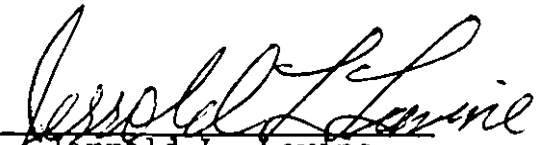
By 
Richard S. Mittleman
Its: Assistant Secretary

By 
Jerrold L. Lavine
Its: President

Attest:

THE FREEMAN GROUP, LTD.

By 
Richard S. Mittleman
Its: Secretary

By 
Jerrold L. Lavine
Its: President