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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Marine Acoustics, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (*check one box only*) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

| <u>Name of entity</u> | <u>Type of entity</u> | <u>State under which entity is organized</u> |
|-------------------------------|-----------------------------|--|
| <u>Phraselator Corp.</u> | <u>business corporation</u> | <u>Rhode Island</u> |
| <u>Marine Acoustics, Inc.</u> | <u>business corporation</u> | <u>Massachusetts</u> |

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Marine Acoustics, Inc. *76797*
which is to be governed by the laws of the state of Massachusetts
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
N/A
- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) upon filing
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SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and the states

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

| <u>Name of Business Corporation</u> | <u>Total Number of Shares Outstanding</u> | <u>Entitled to Vote as a Class</u> | |
|-------------------------------------|---|------------------------------------|-------------------------|
| | | <u>Designation of Class</u> | <u>Number of Shares</u> |
| Phraselator Corp. | 3278.22 | | |
| Marine Acoustics, Inc. | 20,000 | | |
| | | | |
| | | | |

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

| <u>Name of Business Corporation</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Entitled to Vote as a Class</u> | | |
|-------------------------------------|------------------------|----------------------------|------------------------------------|------------------|----------------------|
| | | | <u>Class</u> | <u>Voted For</u> | <u>Voted Against</u> |
| Phraselator Corp. | 3278.22 | -0- | | | |
| Marine Acoustics, Inc. | 20,000 | -0- | | | |
| | | | | | |
| | | | | | |

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is _____
- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

| <u>Number of Shares Outstanding of the Subsidiary Corporation</u> | <u>Designation of Class</u> | <u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u> | <u>Designation of Class</u> |
|---|-----------------------------|--|-----------------------------|
| | | | |
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| | | | |
| | | | |

- iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Phraselator Corp.

Print Entity Name

By:

William T. Ellison

Title of person signing
President

By:

Bernard L. Patterson

Title of person signing
Secretary

STATE OF Rhode Island

COUNTY OF Newport

In Middletown RI, on this 5th day of August, 2004, before me personally appeared William T. Ellison, Bernard L. Patterson, who, being duly sworn, declared that he/she is the President, Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Patricia Holmes

Notary Public

My Commission Expires: 6/3/2006

Marine Acoustics, Inc.

Print Entity Name

By:

William T. Ellison

Title of person signing
President

By:

William T. Ellison

Title of person signing
Clerk

STATE OF Rhode Island

COUNTY OF Newport

In Middletown RI, on this 5th day of August, 2004, before me personally appeared William T. Ellison, who, being duly sworn, declared that he/she is the President, Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Patricia Holmes

Notary Public

My Commission Expires: 6/3/2006

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 31st day of July, 2004 between MARINE ACOUSTICS, INC., a Massachusetts corporation (hereinafter referred to as the "Surviving Corporation") and PHRASELATOR CORP., a Rhode Island corporation (hereinafter referred to as the "Merged Corporation") (the Merged Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Entities").

W I T N E S S E T H:

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the Commonwealth of Massachusetts; and

WHEREAS, the Surviving Corporation has an authorized capital stock consisting of 36,000 shares of common stock, \$.01 par value, of which twenty thousand (20,000) shares of common stock have been duly issued and are now outstanding; and

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Merged Corporation has an authorized capital stock consisting of 8,000 shares of common stock, \$.01 par value, of which two thousand eight hundred fifty-four and 51/100 (2,854.51) shares of common stock have been duly issued and are now outstanding; and

WHEREAS, the respective Directors of the Constituent Entities deem it advisable and in the best interests of the two parties and their respective shareholders that the Merged Corporation be merged into the Surviving Corporation under and pursuant to Sections 7-1.1-67 and 7-1.1-70 of the General Laws of Rhode Island, 1956, as amended; and Sections 11.02 and 11.04 of

Chapter 156D of the Massachusetts General Laws, in a tax-free merger under the Internal Revenue Code Section 368(A)(1)(a).

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities 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 transfers. 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 membership interests of the Merged Corporation into shares of the Surviving Corporation are as follows:

(a) Each share of common stock of the Merged Corporation issued and outstanding on the effective date of the merger shall be canceled, and no payment shall be made with respect thereto.

(b) Each share of common stock of the Surviving Corporation issued and outstanding on the effective date of the merger shall remain issued and outstanding.

4. Articles of Organization. The Articles of Organization of the Surviving Corporation, as in effect on the date of the merger, shall continue to be the Articles of Organization of said

Surviving Corporation following the effective date of the merger, until further amended and changed pursuant to the provisions of the Massachusetts General Laws.

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 Articles of Organization of the Surviving Corporation, as in effect on the date of the merger, shall continue in full force and effect as the corporate purposes of the Surviving Corporation following the effective date of the 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 the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approval of Shareholders. This Agreement requires the joint approval of the directors and shareholders of the Merged Corporation and the directors and shareholders of the Surviving Corporation in accordance with the provisions of Section 7-1.1-67 of the General Laws of Rhode Island, 1956, as amended, and the provisions of Section 11.04, Chapter 156D of the Massachusetts General Laws.

9. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the filing of the Articles of Merger with the Rhode Island Secretary of State and the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts.

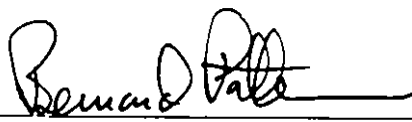
(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger

hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Entities, has caused this Agreement to be executed by its President and attested by its Secretary and its corporate seal to be hereunto affixed.

ATTEST:

PHRASELATOR CORP.
(a Rhode Island corporation)



Bernard L. Patterson
Secretary

By: 

William T. Ellison
President

ATTEST:

MARINE ACOUSTICS, INC.
(a Massachusetts corporation)



William T. Ellison
Clerk

By: 

William T. Ellison
President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

July 21, 2004

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DIVISION OF TAXATION
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TO WHOM IT MAY CONCERN:

Re: PHRASELATOR CORP.

It appears from our records that the above named corporation has filed all 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 above named corporation for the purpose of

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations