



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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

Dixon Industries Corporation
(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 [X] 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:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include DIXON INDUSTRIES CORPORATION (BUSINESS CORPORATION, RHODE ISLAND) and DIXON INDUSTRIES HOLDING CORPORATION (BUSINESS CORPORATION, NEVADA).

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 DIXON INDUSTRIES CORPORATION which is to be governed by the laws of the state of RHODE ISLAND

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) December 31, 2000

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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, if the shares

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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:

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RECEIVED STATE SECRETARY OF STATE 10 29 11 58 AM '00

<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>
Vote not required under Section 701.1-67			
<u>DIXON INDUSTRIES CORPORATION</u>			

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>
<u>DIXON INDUSTRIES HOLDING CORPORATION</u>					
Shareholder vote not required under Nevada Section 92A					

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.
N/A

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 DIXON INDUSTRIES HOLDING CORPORATION

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>
<u>1,000</u>	<u>COMMON \$.01 PAR</u>	<u>1,000</u>	<u>COMMON \$.01 PAR</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on DECEMBER 20, 2000

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

DIXON INDUSTRIES CORPORATION

Print Entity Name

By: Mark V. Barter Vice President
Name of person signing Title of person signing
 Mark V. Barter
 By: Frank S. Anthony Assistant Secretary
Name of person signing Title of person signing
 Frank S. Anthony

STATE OF MASSACHUSETTS
 COUNTY OF WORCESTER

In Worcester, Massachusetts, on this 21st day of December, 2000, before me personally appeared Mark V. Barter and Frank S. Anthony who, being duly sworn, declared that he/she is the Vice President and Assistant 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.

Joan E. Leo
 Notary Public Joan E. Leo
 My Commission Expires: June 18, 2005

DIXON INDUSTRIES HOLDING CORPORATION

Print Entity Name

By: Mark V. Barter Vice President
Name of person signing Title of person signing
 Mark V. Barter
 By: Frank S. Anthony Assistant Secretary
Name of person signing Title of person signing
 Frank S. Anthony

STATE OF MASSACHUSETTS
 COUNTY OF WORCESTER

In Worcester, MA, on this 21st day of December, 2000, before me personally appeared Mark V. Barter and Frank S. Anthony who, being duly sworn, declared that he/she is the Vice President and Assistant 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.

Joan E. Leo
 Notary Public Joan E. Leo
 My Commission Expires: June 18, 2005

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By (DND) 256475

AGREEMENT AND PLAN OF MERGER
OF
DIXON INDUSTRIES HOLDING CORPORATION
INTO
DIXON INDUSTRIES CORPORATION

1. This Agreement is entered into pursuant to the Section 7-1.1-68.1 of the Corporations Act of Rhode Island and Section 92A of the Nevada Business Corporation Law.

2. DIXON INDUSTRIES CORPORATION, a Rhode Island Corporation, owns all of the outstanding stock of DIXON INDUSTRIES HOLDING CORPORATION, a Nevada corporation.

3. DIXON INDUSTRIES HOLDING CORPORATION shall be merged with and into DIXON INDUSTRIES CORPORATION, which shall be the Surviving Corporation.

4. The Certificate of Incorporation and bylaws of DIXON INDUSTRIES CORPORATIN, as heretofore amended and in effect on the date of the merger provided for herein, shall continue in full force and effect as the Certificate of Incorporation and bylaws of the Surviving Corporation.

5. All outstanding shares of common stock of DIXON INDUSTRIES HOLDING CORPORATION shall be cancelled on the effective date of the merger. Since all of the issued and outstanding shares of DIXON INDUSTRIES HOLDING CORPORATION are owned by DIXON INDUSTRIES CORPORATION., no shares of DIXON INDUSTRIES CORPORATION are to be issued and DIXON INDUSTRIES CORPORATION shall receive no consideration as a result of the merger provided for herein.

6. Each share of the common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.

7. The Surviving Corporation will, on the effective date of the merger, assume all of the obligations of DIXON INDUSTRIES HOLDING CORPORATION.

8. The Surviving Corporation may be served with process in the State of Nevada in any proceeding for enforcement of any constituent domestic corporation, any prior obligation of any constituent foreign corporation qualified in Nevada, and any obligation thereafter incurred by the Surviving Corporation so long as any liability remains outstanding against the corporation in Nevada, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the applicable provisions of the Nevada Business Corporation Act and the Connecticut Business Corporation Act; and the Surviving Corporation does hereby irrevocably appoint the Nevada Secretary of State as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such

process shall be mailed by the Nevada Secretary of State is: 750 East Swedesford Road, Valley Forge, PA 19482, Attention: General Counsel, until the Surviving Corporation shall have hereafter designated in writing to the said Nevada Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Nevada Secretary of State duplicate copies of such process, one of which copies the Nevada Secretary of State shall forthwith send by registered mail to said Surviving Corporation at the above address.

9. The merger shall be effective on December 31, 2000.

Executed under seal as of the 20th day of December, 2000.

DIXON INDUSTRIES CORPORATION

By: Mark V. Barter
Name: Mark V. Barter
Title: Vice-President

DIXON INDUSTRIES HOLDING CORPORATION

By: Mark V. Barter
Name: Mark V. Barter
Title: Vice-President