

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

C. & C. DISTRIBUTORS, INC.

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

PLAN OF MERGER

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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
C & C Distributors, Inc.	1000	\$1 Par Value	1000
MC, Inc.	400	No Par Common	400

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:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
C & C Distributors, Inc.	1000	0	\$1 Par Value	1000	0
MC, Inc.	400	0	No Par Common	400	0

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

Dated December 26, 19 86

C & C DISTRIBUTORS, INC.

By *Kenneth J. Mancini*

Its President

and *Deborah A. (Mancini) Mosoreo*

Its Secretary

MC, INC.

By *Kenneth J. Mancini*

Its President

and *Deborah A. (Mancini) Mosoreo*

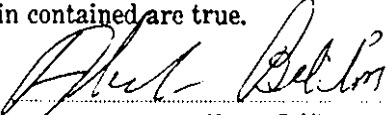
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence in said County on the 26th day of
December 19 86, before me personally appeared Kenneth J. Mancini
, who being by me first duly sworn, declared that he is
the President of C. & C. Distributors, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

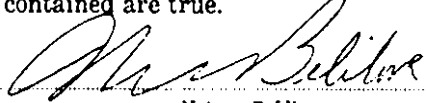
(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence in said county on the 26th day of
December 19 86, before me personally appeared Kenneth J.
Mancini, who being by me first duly sworn, declared that he is
the President of MC, 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)

100-33-036

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CP50 50.00
CHECK 50.00
12/30/86 PAID 8035A001

AGREEMENT
AND
PLAN OF MERGER

THIS AGREEMENT entered into by and between C & C Distributors, Inc., a Rhode Island corporation, hereinafter called "C & C," and MC, INC., A Rhode Island corporation, hereinafter called "MC" on the 26 day of December, 1986.

WHEREAS, C & C is a corporation duly organized and existing under the laws of the State of Rhode Island having been incorporated on June 12, 1969, and

WHEREAS, MC is a corporation duly organized and existing under the laws of the State of Rhode Island having been incorporated on July 10, 1984, and

WHEREAS, the number of shares of capital stock which C & C has authority to issue is 1,000 shares of common stock with the par value of \$1 each; of which 1,000 shares are issued and outstanding, and

WHEREAS, the number of shares of stock which MC has authority to issue is 2,000 shares of common stock without par value; of which 400 shares are issued and outstanding, and

WHEREAS, MC is the holder of all of the issued and outstanding capital stock of C & C, and,

WHEREAS, C & C and MC desire to merge into a single corporation for the purpose of simplifying the corporate structure, effecting economies and avoiding duplications, and consolidating debt into the operating entity, the stockholders and directors of C & C and MC have

determined that it is advisable and in the best interests of the corporations and their stockholders for such business reasons, that MC be merged into C & C on terms and conditions hereinafter set forth and in accordance with the provisions of law applicable to corporate mergers in the State of Rhode Island.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. Merger. As soon as the following events shall have happened, to wit:

a) This Agreement shall have been adopted and approved by the stockholders of the respective corporations in accordance with the requirements of the laws of the State of Rhode Island; and

b) Articles of Merger of Domestic Corporations, in the form required by the provisions of Chapter 7-1.1 of the General Laws of Rhode Island (1956), as amended, shall have been made, signed, sworn to and filed, all as required by the provisions of said Chapter 7-1.1;

thereupon, MC shall be deemed to have merged with and into C & C which shall survive the merger. The date and time when the corporations shall merge and C & C shall become the surviving corporation is hereinafter referred to as "the effective date of the merger."

2. Surviving Corporation. The name of the surviving corporation shall be C & C Distributors, Inc. No change is to be made in its Articles of Incorporation, Bylaws or capitalization. It will continue to exist after the merger, as a corporation, incorporated under

the laws of the State of Rhode Island and under its original Articles of Incorporation and Bylaws. It will continue, after merger, to have authority to issue a single class of capital stock, common with par value of \$1 each share, in a total authorized amount of 1,000 shares. Its principal office in the State of Rhode Island will continue to be located at 732 Fleet National Bank Building, Providence, Rhode Island 02903, and its Agent for Service of Process at such office will continue to be Samuel J. Kolodney. The names of its present directors, who will continue as such directors, are as follows: Kenneth J. Mancini, Anthony R. Mancini, Deborah A. Morrocco and Raymond T. Mancini, Jr.

3. Exchange of Capital Stock. Each of the 400 shares of MC common stock outstanding on the effective date of the merger shall be exchanged for 2.5 shares of the common stock, with par value of \$1 each, of C & C Distributors, Inc. Each holder of a certificate representing common stock of MC shall be entitled, upon the surrender of such certificate at the office of C & C, to receive in exchange therefor a certificate representing the number of shares of C & C capital stock in the ratio set forth above. Thereupon, the shares of stock of MC shall be cancelled.

4. Effect of Merger. On the effective date of the merger, MC shall merge into C & C and C & C shall possess all the rights, privileges, powers, franchises and trust and fiduciary duties, and be subject to all the restrictions, disabilities and duties of each of the corporations; and all property, real, personal and mixed, and all debts due to either of the corporations on whatever account, as well as all other things in action or belonging to each of the corpora-

tions shall be vested in C & C; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of C & C as they were of the respective corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the corporations shall not reverse or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective corporations shall thenceforth attach to C & C, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by C & C.

IN WITNESS WHEREOF the parties have executed this Agreement on the day and year first above written.

Witness:

Samuel J. Kohn

C & C DISTRIBUTORS, INC.

By

Kenneth J. Mancini
PRESIDENT

MC, INC.

By

Kenneth J. Mancini
PRESIDENT