

Filing Fee: See Instructions

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

06 JAN 20 AM 11:43

ARTICLES OF MERGER OR CONSOLIDATION INTO

Holliston Sand Company, 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 General Laws of Rhode Island, 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 state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Holliston Acquisition Co., Inc. and Holliston Sand Company, Inc.

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 Holliston Acquisition Co., Inc. 152974 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 Holliston Sand Company, Inc.

f If the surviving or new entity is to be governed by the laws of a state other than the State of 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: (i) 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; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding, and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is.

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Upon Filing

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 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED

JAN 20 2006
by AMF
88442



**PLAN OF MERGER**

PLAN OF MERGER dated the 28<sup>th</sup> day of December, 2005, by and between **Holliston Sand Company, Inc.**, a Massachusetts corporation, (the "Merged Corporation"), and **Holliston Acquisition Co., Inc.**, a Rhode Island corporation, (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Corporation organized and existing under the laws of the Commonwealth of Massachusetts, and the Surviving Corporation is a Corporation organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Corporations have authorized and issued and outstanding stock certificates, as follows:

<u>Name of Corporation</u>	<u>Shareholder</u>	<u>Shares</u>
<b><u>Merged Corporation (MA)</u></b>		
Holliston Sand Company, Inc.	Nicholas E. Hill	100
Holliston Sand Company, Inc.	Robert W. Kimball	100
Holliston Sand Company, Inc.	Paul P. Baillargeon	100
<b><u>Surviving Corporation (RI)</u></b>		
Holliston Acquisition Co., Inc.	Nicholas E. Hill	100
Holliston Acquisition Co., Inc.	Robert W. Kimball	100
Holliston Acquisition Co., Inc.	Paul P. Baillargeon	100

WHEREAS, the respective Shareholders of the Merged Corporation and the Surviving Corporation have deemed it advisable that the Merged Corporation be merged into the Surviving Corporation under the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

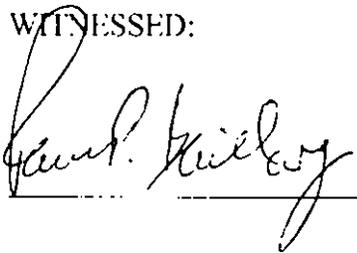
NOW, THEREFORE, it is agreed that, pursuant to the applicable provisions of the Massachusetts General Laws, as amended, and the Rhode Island General Laws, as amended, and subject to the conditions hereinafter set forth, the Merged Corporation shall be merged into the Surviving Corporation. The Surviving Corporation shall be the Surviving Corporation and the terms and conditions of such merger shall be as hereinafter set forth.

1. Effective Date: The merger shall become effective on the date of filing of the Articles of Merger.
2. Merger: At the effective date that the Merged Corporation shall be merged into the Surviving Corporation, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue to exist by virtue of and be governed by the laws of the State of Rhode Island and shall continue to be known as the Holliston Sand Company, Inc. After the effective date, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in such single the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any such Corporation shall not revert or be in any way impaired by reason of such merger. Such the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Corporation so merged; and any claims existing or actions or proceeding pending by or against such Corporation may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of any such Corporation shall be impaired by such merger.
3. Certificate of Incorporation and ByLaws: The ByLaws of the Surviving Corporation, as of the effective date of merger, shall continue to be the ByLaws of the Surviving Corporation until further amended in accordance with the provisions thereof and applicable law and for all purposes it shall be deemed to be the ByLaws adopted by the shareholders of the Surviving Corporation.
4. Officers: The officers of the Surviving Corporation immediately prior to the merger shall be the officers of the Surviving Corporation.
5. Stock Certificates: The mode of carrying into effect the merger provided for in this Agreement shall be as follows: Due to the common ownership, the issuance of additional stock certificates is unnecessary.

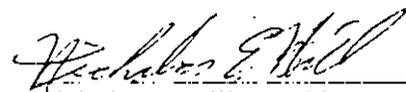
6. Further Acts or Doings: If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the proper shareholders of the Merged Corporation and the proper shareholders of the Surviving Corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Corporation or otherwise to vest, perfect, or confirm title to such property in the Surviving Corporation, and otherwise carry out the purpose of this Plan of Merger.

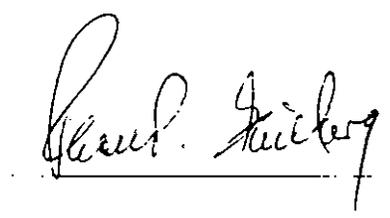
IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

WITNESSED:

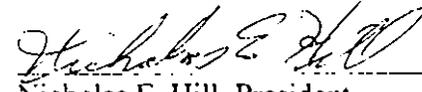
  
\_\_\_\_\_

Holliston Sand Company, Inc.

By:   
\_\_\_\_\_  
Nicholas E. Hill, President

  
\_\_\_\_\_

Holliston Acquisition Co., Inc.

By:   
\_\_\_\_\_  
Nicholas E. Hill, President

State of Rhode Island

Providence, ss

12/18, 2005

Before me personally appeared Nicholas E. Hill, being the President of Holliston Sand Company, Inc., Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed, in his said capacity, and the free act and deed of said Corporation.

Paul Bradley  
Notary Public:  
My Commission Expires: 6/15/09

State of Rhode Island

Providence, ss

12/18, 2005

Before me personally appeared Nicholas E. Hill, being the President of Holliston Acquisition Co., Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed, in his said capacity, and the free act and deed of said Corporation.

Paul Bradley  
Notary Public:  
My Commission Expires: 6/15/09