

Filing fee: \$50.00

**ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO**

The Galen Corp.

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>
Twenty Twenty Land Corporation	Massachusetts
The Galen Corp. 2874	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 Galen Corp.

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)

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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>
Twenty Twenty Land Corporation	200		
The Galen Corp.	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>
Twenty Twenty Land Corporation	200				
The Galen Corp.	100				

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 12/19, 1994

THE GALEN CORP.  
By [Signature] Its President  
and [Signature] Its Secretary  
TWENTY TWENTY LAND CORPORATION  
By [Signature] Its President  
and [Signature] Its Secretary

STATE OF MASSACHUSETTS }  
COUNTY OF BRISTOL } Sc.

At Seekonk in said County on the 12<sup>th</sup> day  
of December 1994, before me personally appeared  
Lawrence A. Aubin, Sr., who being by me first duly sworn, declared that he  
is the President and Secretary of The Galen Corp.,  
that he signed the foregoing document as such President and Secretary of the  
corporation, and that the statements therein contained are true.

[Signature]  
William Rosa Notary Public

(NOTARIAL SEAL)

My Commission Expires: 2/3/2000

STATE OF MASSACHUSETTS }  
COUNTY OF BRISTOL } Sc.

At Seekonk in said County on the 12<sup>th</sup> day  
of December 1994, before me personally appeared  
Lawrence A. Aubin, Sr., who being by me first duly sworn, declared that he  
is the President and Secretary of Twenty Twenty Land Corporation  
that he signed the foregoing document as such President and Secretary of the  
corporation, and that the statements therein contained are true.

[Signature]  
William Rosa Notary Public

(NOTARIAL SEAL)

My Commission Expires: 2/3/2000



## AGREEMENT OF MERGER

Agreement of merger dated 12/19, 1994, pursuant to Chapter 7-1.1 of the Rhode Island General Laws, 1956 and among The Galen Corp., a Rhode Island corporation ("Galen") and The Twenty Twenty Land Corporation, a Massachusetts corporation ("Twenty").

WHEREAS, Galen and Twenty desire to merge into a single corporation;

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, the parties hereto hereby agree as follows:

1. On the effective date of the merger (as hereinafter defined), Twenty shall be merged with and into Galen, the surviving corporation, and the separate existence of Twenty shall cease.

2. The purposes of the surviving corporation shall be the same as presently exists for both Galen and Twenty.

3. The terms and conditions of the merger are as follows:

Upon the effective date of the merger of Twenty into Galen:

a. The Articles of Organization of Galen, as in effect on the date hereof, shall continue as the Articles of Organization of the surviving corporation.

b. The By-Laws of Galen, shall be the By-Laws of the surviving corporation.

c. The members of the surviving corporation shall be as determined by its By-Laws. The directors and officers of the surviving corporation shall be as set forth on Schedule A hereto.

4. The shareholders of Twenty will be issued one share in the surviving corporation for each share that they presently hold.

5. The effective date of the merger shall be the later of (a) 12/31, 1994 or (b) the date of filing of the Articles of Merger with the Rhode Island Secretary of State pursuant to the applicable provisions of the laws of the State of Rhode Island.

WITNESS the execution hereof under seal as of the day and year first above written.

THE GALEN CORP.

BY: 

Lawrence A. Aubin, Sr.  
President and Secretary

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TWENTY TWENTY LAND CORPORATION

BY: 

Lawrence A. Aubin, Sr.  
President and Secretary

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