

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
FILLON PICHON U.S.A., INC.**

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>
Fillon Pichon U.S.A., Inc.	Rhode Island
Fillon Pichon U.S.A., Inc.	New York

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Fillon Pichon U.S.A., Inc.
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)

ATTACHED HERETO

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>
Fillon Pichon U.S.A., Inc. (Rhode Island)	100	common/no par value	100
Fillon Pichon U.S.A., Inc. (New York)	20	common/no par value	20

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>
Fillon Pichon U.S.A., Inc. (Rhode Island)	100	-0-	common no par value	100	-0-
Fillon Pichon U.S.A., Inc. (New York)	20	-0-	common no par value	20	-0-

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 July 7, 19 86

Fillon Pichon U.S.A., Inc. (Rhode Island)

By Norman Wiggett

Its Exec. Vice President

and [Signature]

Its Secretary

Fillon Pichon U.S.A., Inc. (New York)

By [Signature]

Its Vice President

and [Signature]

Its Secretary

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the 7th day of July 19 86, before me personally appeared

Norman Wiggett & David Schechter, who being by me first duly sworn, declared that ~~he~~ they are the Exec. Vice Pres. & Secretary of Fillon Pichon U.S.A., Inc. (RI), that he signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the 7th day of July 19 86, before me personally appeared

Daniel Fillon, who being by me first duly sworn, declared that he is the Vice President & Secretary of Fillon Pichon U.S.A., Inc. (NY), that he signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

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MERGER AGREEMENT

Agreement of merger dated this 7th day of July, 1966 between Fillon Pichon U.S.A., Inc. (RI) hereinafter referred to as F.P.R.I. and Fillon Pichon U.S.A., Inc. (NY) hereinafter referred to as F.P.N.Y.

RECITALS

F.P.R.I. is a corporation duly organized and existing under the laws of the State of Rhode Island with its principal office located at 25 Thurber Boulevard, Smithfield, Rhode Island.

F.P.R.I. has a capitalization of one thousand (1000) authorized shares of common stock, having no par value, of which one hundred (100) shares are issued and outstanding.

F.P.N.Y. is a corporation duly organized and existing under the laws of the State of New York.

F.P.N.Y. has a capitalization of two hundred (200) authorized shares of common stock, having no par value, of which twenty (20) shares are issued and outstanding.

The board of directors and shareholder of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholder that F.P.N.Y. be merged into F.P.R.I. in accordance with the provisions of R.I.G.L. §7-1.1-65, et seq and as a "reorganization" within the meaning of §368(a)(1)(F) of the Internal Revenue Code of 1954.

SECTION ONE

Merger

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

F.P.N.Y. shall merge with and into F.P.R.I. which shall be the surviving corporation.

SECTION TWO

Terms and Conditions

On the effective date of the merger, the separate existence of the absorbed 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 absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

SECTION THREE

Conversion of Shares

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

- (a) Each share of the common stock of F.P.N.Y. issued and outstanding on the effective date of the merger shall be converted into five (5) shares of the common stock of F.P.R.I., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.
- (b) After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.
- (c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares of the surviving corporation.

SECTION FOUR
Articles of Incorporation

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE
ByLaws

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX
Officers

The officers of the surviving corporation on the effective date of the merger shall continue as the officers of the surviving corporation for the full and unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN
Approval of Shareholder and Board of Directors

This agreement of merger shall be submitted for the approval of the shareholder of the constituent corporations and the board of directors of F.P.N.Y. in the manner provided by applicable law at meetings to be held on or before _____, _____, or at such other time as the board of directors or shareholder of the constituent corporations may agree.

SECTION EIGHT
Effective date

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Rhode Island.

SECTION NINE
Abandonment of Merger

The agreement of merger may be abandoned by action of the board of directors or shareholder of either the surviving or the absorbed corporation at any time prior to the effective date upon the happening of the following event:

- (a) If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before the 7th day of July, 1986.

SECTION TEN
Execution of Agreement

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective board of directors and shareholder on the date first written above.

FILLON PICHON U.S.A., INC.
(A Rhode Island Corporation)

BY: *William W. Wood*
Executive Vice-President
TITLE

FILLON PICHON U.S.A., INC.
(A New York Corporation)

BY: *David FILLON*
Vice president
TITLE