

100.000
Filing fee: \$50.00

ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO
GENERAL FABRICS COMPANY

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

Please see copy of Plan of Merger attached hereto.

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviv- ing corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviv- ing corporation</u>
-1,800-	-1,800-	Common	-1,800-	-1,800-

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on June 25, 1991.

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

Dated November 27, 1991.

GENERAL FABRICS COMPANY

By Edward P. Odessa
Its President

and Sonya Garpinkle
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Providence in said county on the 27th day of November 1991, before me personally appeared

Edward P. Odessa, who being by me first duly sworn, declared that he is the President of GENERAL FABRICS COMPANY, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

Rec'd & Filed
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PLAN OF MERGER

PLAN OF MERGER dated as of June 25, 1991, by and between GENERAL FABRICS COMPANY, a Rhode Island corporation ("General Fabrics") and FRONTSTREET FABRICS, INC., a Rhode Island corporation ("Frontstreet").

WHEREAS, Frontstreet is a wholly owned subsidiary of General Fabrics; and

WHEREAS, the respective shareholders and directors of General Fabrics and Frontstreet deem it desirable that Frontstreet be merged into General Fabrics pursuant to the provisions of Section 7-1.1-68.1 of the Rhode Island General Laws of 1956, as amended;

NOW, THEREFORE, in consideration of the premises and of the promises hereinafter set forth, the parties hereto agree as follows:

1. As of the Effective Date, as defined in Section 4 hereof, Frontstreet shall be merged into General Fabrics, by the transfer by Frontstreet, without any further act or deed, of all of its assets of whatever nature to General Fabrics, subject to all of the liabilities and obligations of Frontstreet. The appropriate officers of Frontstreet and General Fabrics shall cause to be taken any and all action as may be necessary or desirable in order to vest in General Fabrics title to and possession of all of such assets and to otherwise carry out the intent and purposes of this Plan of Merger.

2. Surviving Corporation. As of the Effective Date, the surviving corporation shall be General Fabrics, which shall continue its corporate existence without change. The Articles of Incorporation, By-Laws, capitalization, officers and directors of General Fabrics shall continue to be the Articles of Incorporation, By-Laws, capitalization, officers and directors, respectively, of the surviving corporation, without change.

3. Frontstreet Stock. As of the Effective Date, all stock certificates representing issued and outstanding shares of Common stock of Frontstreet shall be cancelled, and the underlying shares shall cease to exist.

4. Effective Date. The merger of Frontstreet into General Fabrics shall for financial statement and tax reporting purposes be deemed to have become effective as of the date on which the Certificate of Merger is issued by the Rhode Island Secretary of State (the "Effective Date").