

36787
Filing fee: \$20.00

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

Allied Auto Parts Company, 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>
Cumberland Auto Parts, Inc.	Rhode Island 5456
Allied Auto Parts Company, Inc.	Massachusetts 3767

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

THIRD: The name of the surviving corporation is Allied Auto Parts Company, Inc.

and it is to be governed by the laws of the State of Massachusetts

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)

See Agreement and Plan of Merger annexed hereto
and incorporated herein by reference.

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>
Cumberland Auto Parts, Inc.	200		
Allied Auto Parts Company, Inc.	60		

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>
Cumberland Auto Parts, Inc.	200				
Allied Auto Parts Company, Inc.	60				

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 February 28, 1986

Cumberland Auto Parts, Inc.
By Michael Borr
Michael Borr
Its President
and Robert S. Borr
Robert S. Borr
Its Ass't Secretary
By Robert S. Borr
Robert S. Borr
Its Vice President
and Robert S. Borr
Robert S. Borr
Its Secretary

STATE OF Massachusetts }
COUNTY OF Plymouth } Sc.

At Brockton in said County on the 28th day
of February 1986, before me personally appeared
Michael Borr, who being by me first duly sworn, declared that he
is the President of Cumberland Auto Parts, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Justice L. Calidonia
Notary Public
My Comm. Expires - Sept 14, 1990

STATE OF Massachusetts }
COUNTY OF Plymouth } Sc.

At Brockton in said County on the 28th day
of February 1986, before me personally appeared
Robert S. Borr, who being by me first duly sworn, declared that he
is the Vice President of Allied Auto Parts Company, Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Justice L. Calidonia
Notary Public
My Comm. Expires - Sept 14, 1990

AGREEMENT AND PLAN OF MERGER

of

CUMBERLAND AUTO PARTS, INC.
(a Rhode Island corporation)

into

ALLIED AUTO PARTS COMPANY, INC.
(a Massachusetts corporation)

AGREEMENT OF MERGER made and entered into this 28th day of February, 1986, by and between Cumberland Auto Parts, Inc. (hereinafter called "CUMBERLAND"), a Rhode Island corporation with a mailing address of 43 North Montello Street, Brockton, Massachusetts and Allied Auto Parts Company, Inc. (hereinafter called "ALLIED"), a Massachusetts corporation with a usual place of business at 43 North Montello Street, Brockton, Massachusetts, as approved by resolutions adopted by Board of Directors of CUMBERLAND and ALLIED.

WHEREAS, CUMBERLAND has an authorized capital stock of 15,000 shares no par value common stock, of which 200 shares are issued and outstanding; and

WHEREAS, ALLIED has an authorized has an authorized capital stock of 8,500 shares of no par value commons tock of which 60 shares are issued and outstanding; and

WHEREAS, CUMBERLAND and ALLIED and their respective Directors deem it advisable and to the advantage and best interests of said corporations to merge CUMBERLAND and ALLIED; and

WHEREAS, ALLIED presently owns 100% of the outstanding no par value common stock of CUMBERLAND; and

WHEREAS, the General Laws of the Commonwealth of Massachusetts permit the consolidation of a foreign corporation pursuant to the provisions of Chapter 156B of the Massachusetts General Laws;

WHEREAS, the Laws of the State of Rhode Island permits the consolidation of a foreign corporation pursuant to the provisions of the Rhode Island General Laws;

NOW, THEREFORE, in consideration of the foregoing and in consideration of the agreements and undertakings contained herein, which agreements and undertakings have been duly approved by the Board of Directors of CUMBERLAND and ALLIED in accordance with the requirements of the General Laws of the Commonwealth of Massachusetts and the State of Rhode Island, it is hereby agreed as follows:

1. CUMBERLAND hereby merges its existence into ALLIED, a Massachusetts corporation, which shall be the continuing and resulting corporation and shall be governed by the laws of the Commonwealth of Massachusetts, and which is hereinafter sometimes referred to as the "surviving corporation".

2. The Articles of Organization of the surviving corporation shall be the Articles of Organization of ALLIED and all of the terms and provisions thereof are hereby incorporated into this Agreement and Plan of Merger with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger as provided for in this Agreement, said Articles of Organization shall be the Articles of Organization of the surviving corporation.

3. The present By-Laws of ALLIED will be the By-Laws of the surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of the laws of the Commonwealth of Massachusetts.

4. The names of the first members of the Board of Directors and of the first officers of the surviving corporation, all of whom shall hold

their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the surviving corporation in effect from time to time, are as follows:

A. Directors:

1. Sam H. Borr
2. Robert S. Borr

B. Officers:

President: Sam H. Borr

Vice President: Robert S. Borr

Vice President: Michael Borr

Treasurer: Daniel Sennet

Clerk: Robert S. Borr

5. Each share of the capital stock of CUMBERLAND owned by ALLIED on the effective date of the merger shall automatically be cancelled by virtue of the merger.

6. The effective date of the merger shall be 11:59 p.m. February 28, 1986.

7. Upon the merger becoming effective, all the rights, immunities, privileges, powers and franchises of each of the corporations, all property, real, personal and mixed, all debts due on account, all other things in action or belonging to each of the corporations, and all and every other interest, shall vest in the surviving corporation without further act or deed as effectually as they were vested in the several and respective former corporations, and the title to any real estate, whether vested by deed or otherwise in either of the corporations, shall not revert or be in any way impaired by reason of the merger; but the surviving corporation shall not by

corporation and otherwise to carry out the purpose of this Agreement, and the officers and directors of CUMBERLAND and the officers and directors of the surviving corporation are fully authorized in the name of CUMBERLAND or otherwise to take any and all such action.

9. Upon the merger becoming effective the assets, liabilities, reserves and accounts of each corporation shall be taken up on the books of the surviving corporation at the amounts at which they, respectively, shall then be carried on the books of said corporation, subject to such adjustments, or eliminations or intercompany items, as may be appropriate in giving effect to the merger.

10. All corporate acts, plans, policies, approvals, and authorizations of CUMBERLAND, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as the same were with respect to CUMBERLAND. The employees and agents of CUMBERLAND shall become the employees and agents of the surviving corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of CUMBERLAND.

11. The Board of Directors and the Officers of each of the corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger herein provided for.

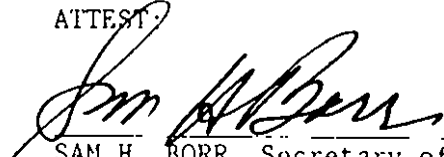
the merger acquire authority to engage in any business or exercise any right for which a corporation may not be formed under the provisions of the laws of the Commonwealth of Massachusetts.

8. The surviving corporation shall upon the merger assume and be responsible for all debts, liabilities, obligations and duties of each of the corporations and all said debts, liabilities, obligations and duties shall attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it, but the liabilities of each corporation or of the shareholders, directors or officers shall not be affected, nor shall the rights of creditors thereof or of any person dealing with either corporation, or any liens upon the property of either of the corporations, be impaired by the merger, and all rights of creditors and all liens upon the property of either of the corporations shall be preserved unimpaired, and any action or proceeding pending by or against either of the corporations may be prosecuted to judgment the same as if the merger had not taken place, which judgment shall bind the surviving corporation, or the surviving corporation may be proceeded against or substituted in its place. If at any time after the effective date of the merger the surviving corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the surviving corporation, the title to any property or rights of CUMBERLAND acquired or to be acquired by reason of, or as a result of, the merger, CUMBERLAND'S officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the surviving

12. The authorized common stock of the surviving corporation following the merger shall remain unchanged at 8,500 shares of no par value common stock.


Executed at Brockton, Massachusetts, on February 28, 1986.

ATTEST:

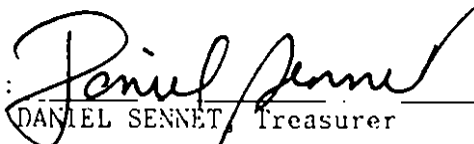


SAM H. BORR, Secretary of
Cumberland Auto Parts, Inc.

CUMBERLAND AUTO PARTS, INC.

By: 

MICHAEL BORR, President

By: 

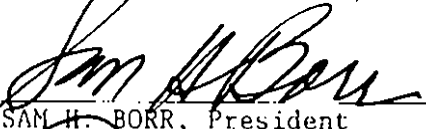
DANIEL SENNET, Treasurer

ATTEST:



ROBERT S. BORR, Clerk of Allied
Auto Parts Company, Inc.

ALLIED AUTO PARTS COMPANY, INC.

By: 

SAM H. BORR, President

By: 

DANIEL SENNET, Treasurer