



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

UNETIXS, 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 Rhode Island General Laws, 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 states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include UNETIXS, INC. (Business Corporation, RI) and E.C.I.M., LTD (Business Corporation, RI).

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 UNETIXS, INC. 55891 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: N/A

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

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) 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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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By [Signature]

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
<b>UNETIXS, INC.</b>	<b>500</b>		
<b>E.C.I.M., LTD.</b>	<b>100</b>		

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
<b>UNETIXS, INC.</b>	<b>500</b>	<b>0</b>			
<b>E.C.I.M., LTD.</b>	<b>100</b>	<b>0</b>			

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

.....  
**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

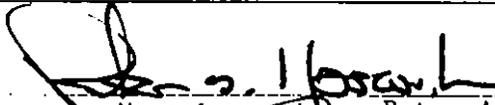
.....  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

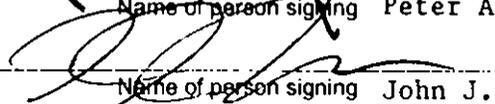
- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:  
**8192 Post Rd., N. Kingstown, RI 02852**
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

**UNETIXS, INC.**

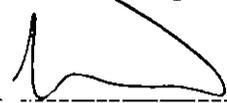
Print Entity Name \_\_\_\_\_

By:  \_\_\_\_\_ **President**  
Name of person signing Peter A. Moscovita Title of person signing

By:  \_\_\_\_\_ **Secretary**  
Name of person signing John J. Haefele Title of person signing

STATE OF RHODE ISLAND  
 COUNTY OF NORTH KINGSTOWN

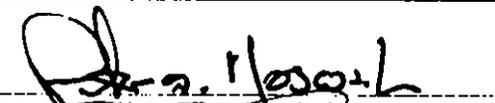
In North Kingstown, on this 31 day of 11/01, **2002**, before me personally appeared Peter A. Moscovita who, being duly sworn, declared that he/she is the **President** of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

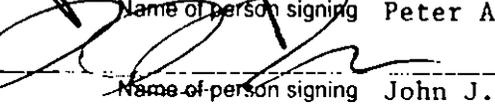
  
 Notary Public  
 My Commission Expires: 6.17.2005

**E.C.I.M., LTD.**

**MARK E. LIBERATI, ESQ.**  
 NOTARY PUBLIC

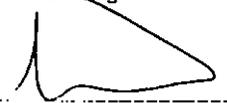
Print Entity Name \_\_\_\_\_

By:  \_\_\_\_\_ **President**  
Name of person signing Peter A. Moscovita Title of person signing

By:  \_\_\_\_\_ **Secretary**  
Name of person signing John J. Haefele Title of person signing

STATE OF RHODE ISLAND  
 COUNTY OF NORTH KINGSTOWN

In North Kingstown, on this 31 day of 11/01, **2002**, before me personally appeared Peter A. Moscovita who, being duly sworn, declared that he/she is the **President** of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

  
 Notary Public  
 My Commission Expires: 6.17.2002

**MARK E. LIBERATI, ESQ.**  
 NOTARY PUBLIC



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

August 16, 2002

TO WHOM IT MAY CONCERN:

**Re: E. C. I. M., LTD.**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

**MERGER-CORPORATION IS NON-SURVIVOR**

Very truly yours,

R. Gary Clark  
Tax Administrator

Edward J. Flanagan, Jr.  
Chief Revenue Agent  
Corporations

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AGREEMENT OF MERGER

Agreement of merger dated 11/01/02, 2002, between UNETIXS, INC., hereinafter sometimes called the surviving corporation, and E.C.I.M., LTD., hereinafter sometimes called the absorbed corporation.

RECITALS

A. Surviving corporation is a corporation duly organized and existing under the laws of the State of Rhode Island, with its principal office located at 8192 Post Road, North Kingstown, Rhode Island 02852.

B. Surviving corporation has a capitalization of one thousand (1,000) authorized shares of common stock, without par value, of which five hundred (500) shares are issued and outstanding.

C. Absorbed corporation is a corporation duly organized and existing under the laws of the State of Rhode Island, with its principal office located at 8192 Post Road, North Kingstown, Rhode Island 02852.

D. Absorbed corporation has a capitalization of one thousand (1,000) authorized shares of common stock, without par value, of which one hundred (100) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that E.C.I.M., LTD. be merged into UNETIXS, INC. in accordance with the provisions of R.I.G.L. 7-1.1-70,

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in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

## 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:

Absorbed corporation shall merge with and into UNETIXS, INC., 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:

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(a) Each share of the common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(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 therefor 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. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Share Certificate No. 1 issued by Surviving Corporation to Absorbed Corporation shall be cancelled.

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(d) 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 in 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

#### DIRECTORS AND OFFICERS

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

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## SECTION SEVEN

### LIMITATIONS ON BUSINESS ACTIVITIES

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

## SECTION EIGHT

### APPROVAL OF SHAREHOLDERS

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held on or before May 31, 2002, or at such other time as the boards of directors of the constituent corporations may agree.

## SECTION NINE

### 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 TEN

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the shareholders of either the surviving or the absorbed corporation on or before May 31, 2002; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

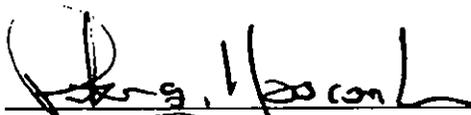
SECTION ELEVEN

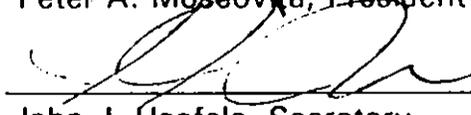
EXECUTION OF AGREEMENT

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

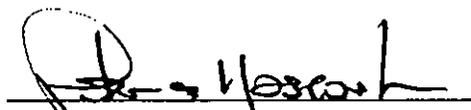
Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first above written.

E.C.I.M., LTD.

By:   
Peter A. Moseovita, President

By:   
John J. Haefele, Secretary

UNETIXS, INC.

By:   
Peter A. Moscovita, President

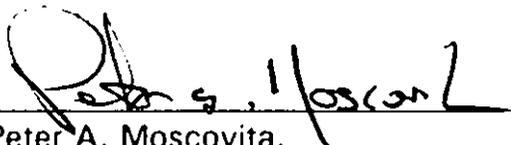
By:   
John J. Haefele, Secretary

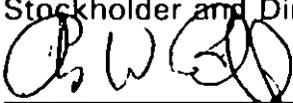
AGREEMENT AND WAIVER OF NOTICE OF  
SPECIAL MEETING OF THE STOCKHOLDERS AND DIRECTORS  
OF E.C.I.M., LTD.

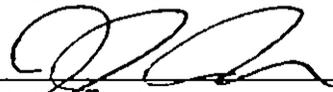
North Kingstown, RI  
May 31, 2002

We, the undersigned, being all of the Stockholders and Directors of E.C.I.M., LTD, hereby consent and agree that a Special Meeting of the Stockholders and Directors shall be held at the corporate office located at 8192 Post Road, North Kingstown, Rhode Island 02852, on May 31, 2002, at 10:00 a.m., for the purpose of authorizing the merger of E.C.I.M., LTD. and UNETIXS, INC.

We, the undersigned, also acknowledge receiving a copy of G.L. 7-1.1-73 concerning the right of shareholders to dissent.

  
\_\_\_\_\_  
Peter A. Moscovita,  
Stockholder and Director

  
\_\_\_\_\_  
Anthony J. Castillo,  
Stockholder and Director

  
\_\_\_\_\_  
John J. Haefele,  
Stockholder and Director

MINUTES OF SPECIAL MEETING  
OF THE STOCKHOLDERS AND BOARD OF DIRECTORS OF  
E.C.I.M., LTD

North Kingstown, RI  
May 31, 2002

A special meeting of the Stockholders and Directors of E.C.I.M., LTD. was held May 31, 2002, at the corporate office located at 8192 Post Road, North Kingstown, Rhode Island 02852, in accordance with the foregoing Agreement and Waiver of Notice signed by the Stockholders and Directors and recorded immediately preceding the minutes of the meeting.

All of the Stockholders and Directors being present, the meeting was called to order and the following business was transacted:

A discussion was held concerning whether the corporation should merge with UNETIXS, INC.

Upon motion duly made and seconded, it was unanimously

VOTED: (A) That the Corporation approve the merger of E.C.I.M., LTD. and UNETIXS, INC. and that UNETIXS, INC. shall be the surviving corporation; (B) that the Agreement and Plan of Merger presented to the corporation be and is hereby approved; and (C) that the President and Secretary are authorized in behalf of the Corporation to execute the Agreement and Plan of Merger and all other documents necessary to effect the merger.

There being no further business, upon motion duly made and seconded, it was unanimously voted to adjourn.

  
\_\_\_\_\_  
JOHN J. HAEFELE, SECRETARY

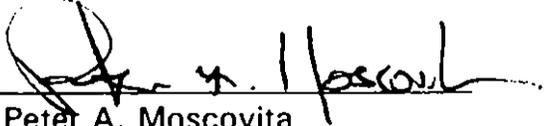
AGREEMENT AND WAIVER OF NOTICE OF  
SPECIAL MEETING OF THE STOCKHOLDERS AND DIRECTORS  
OF UNETIXS, INC.

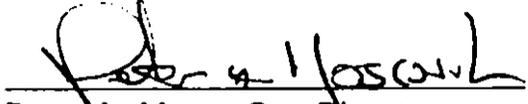
North Kingstown, RI  
May 31, 2002

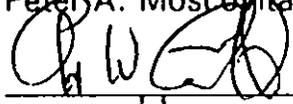
We, the undersigned, being all of the Stockholders and Directors of UNETIXS, INC., hereby consent and agree that a Special Meeting of the Stockholders and Directors shall be held at the corporate office located at 8192 Post Road, North Kingstown, Rhode Island 02852, on May 31, 2002, at 11:00 a.m., for the purpose of authorizing the merger of E.C.I.M., LTD. and UNETIXS, INC.

We, the undersigned, also acknowledge receiving a copy of G.L. 7-1.1-73 concerning the right of shareholders to dissent.

E.C.I.M., LTD, Stockholder

By:   
Peter A. Moscovita  
Its: President

  
Peter A. Moscovita, Director

  
Anthony W. Castillo, Director

  
John J. Haefele, Director

MINUTES OF SPECIAL MEETING  
OF THE STOCKHOLDERS AND DIRECTORS OF  
UNETIXS, INC.

North Kingstown, RI  
May 31, 2002

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A discussion was held concerning whether the corporation should merge with E.C.I.M., LTD.

Upon motion duly made and seconded, it was unanimously

VOTED: (A) That the Corporation approve the merger of UNETIXS, INC. and E.C.I.M., LTD. and that UNETIXS, INC., shall be the surviving corporation; (B) that the Agreement and Plan of Merger presented to the corporation be and is hereby approved; and (C) that the President and Secretary are authorized in behalf of the Corporation to execute the Agreement and Plan of Merger and all other documents necessary to effect the merger.

There being no further business, upon motion duly made and seconded, it was unanimously voted to adjourn.



\_\_\_\_\_  
JOHN J. HAEFELE, SECRETARY