

Filing fee: ^{50.00}~~\$20.00~~

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

DONNELLY'S INC. OF RHODE ISLAND

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), 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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
	Class A Voting	Class B Non-Voting	
Donnelly's Inc. of Rhode Island	495 sh.	470 sh.	
Donnelly's East, Inc.	100 sh.	none	
Donnelly's Formal Wear, Inc.	600 sh.	600 sh.	
Donnelly's of Wakefield, Inc.	200 sh.	none	

THIRD: 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:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Donnelly's Inc. of Rhode Island	495 sh.				
Donnelly's East, Inc.	100 sh.				
Donnelly's Formal Wear, Inc.	600 sh.				
Donnelly's of Wakefield, Inc.	200 sh.				

FOURTH: Time merger to become effective (§ 7-1.1-69): December 31, 1982

Dated 12/31, 1982

DONNELLY'S INC. OF RHODE ISLAND
 BY David Donnelly
 Its President
 and David Donnelly
 Its Secretary

DONNELLY'S EAST, INC.
 BY David Donnelly
 Its President
 and David Donnelly
 Its Secretary

DONNELLY'S FORMAL WEAR, INC.
 By David Donnelly
 Its President
 and David Donnelly
 Its Secretary
 DONNELLY'S OF WAKEFIELD, INC.
 By David Donnelly
 Its President
 and David Donnelly
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

At Providence in said County on the 31st day of
December 1982, before me personally appeared David
Donnelly, who being by me first duly sworn, declared that he is
the President of Donnelly's Int. Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Walter F. Flynn
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

At Providence in said county on the 31st day of
December 1982, before me personally appeared David
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Walter F. Flynn
Notary Public

(NOTARIAL SEAL)

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PLAN OF MERGER

PLAN OF MERGER dated December , 1982, between and among DONNELLY'S INC. OF RHODE ISLAND, a Rhode Island corporation (the surviving corporation) and DONNELLY'S EAST, INC., DONNELLY'S FORMAL WEAR, INC. and DONNELLY'S OF WAKEFIELD, INC., all also Rhode Island corporations (the merged corporations).

W I T N E S S E T H:

WHEREAS, Donnelly's Inc. of Rhode Island (Donnelly's), Donnelly's East Inc. (East), Donnelly's Formal Wear, Inc. (Formal Wear) and Donnelly's of Wakefield, Inc. (Wakefield) are all corporations organized and existing under the laws of the State of Rhode Island, and

WHEREAS, each of the corporations have authorized and issued and outstanding capital stock as follows:

<u>Name of Company</u>	<u>Authorized Capital Stock</u>		<u>Issued and Outstanding Capital Stock</u>	
	<u>Class A</u>	<u>Class B</u>	<u>Class A</u>	<u>Class B</u>
	<u>Voting</u>	<u>Non-Voting</u>	<u>Voting</u>	<u>Non-Voting</u>
Donnelly's Inc. of Rhode Island	1,000 sh.	3,000 sh.	495 sh.	470 sh.
Donnelly's East, Inc.	100 sh.	none	100 sh.	none
Donnelly's Formal Wear, Inc.	1,000 sh.	3,000 sh.	600 sh.	600 sh.
Donnelly's of Wakefield, Inc.	200 sh.	none	200 sh.	none

WHEREAS, the respective Board of Directors of each of the above-named corporations have deemed it advisable that East, Formal Wear, and Wakefield, be merged into Donnelly's under the terms and conditions hereinafter set forth, and

WHEREAS, the respective Board of Directors of each of the above-named corporations have approved the terms and conditions hereinafter set forth and have adopted and approved this Plan of Merger;

(b) The bylaws of Donnelly's as of the effective date of merger shall continue to be the bylaws of the surviving corporation until further amended in accordance with the provisions thereof and applicable law and for all purposes shall be deemed to be the bylaws adopted by the stockholders of the surviving corporation.

4. OFFICERS AND DIRECTORS. On the effective date the Officers and Directors of Donnelly's shall continue to be the Officers and Directors of the surviving corporation.

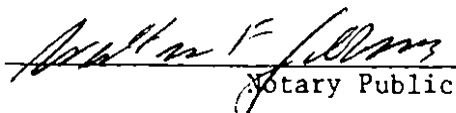
5. CONVERSION OF SHARES. The stockholders of the merged corporations being the same as the stockholders of the surviving corporation. All of the shares of the merged corporations shall be surrendered for cancellation and no shares of the surviving corporation shall be issued in exchange therefore.

6. FURTHER ACTS OR DOINGS. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the surviving corporation, the title to any property of East, Formal Wear and Wakefield acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, both the proper officers and directors of East, Formal Wear and Wakefield and the proper officers and directors of the surviving corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of East, Formal Wear and Wakefield or otherwise to vest, perfect, or confirm title to such property in the surviving corporation, and otherwise carry out the purposes of this Plan of Merger.

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

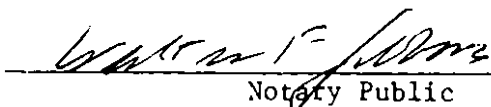
At Providence in said County on the 31st day of December, 1982, before me personally appeared David Donnelly, who being by me first duly sworn, declared that he is the President of Donnelly's Formal Wear, Inc. that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.


Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

At Providence in said County on the 31st day of December, 1982, before me personally appeared David Donnelly, who being by me first duly sworn, declared that he is the President of Donnelly's of Wakefield, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.


Notary Public