Filing fee: \$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)

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SECOND: As to each of the undersigned corpdrations, (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:

	Number of Shares Outstanding		Entitled to Vote as a Class		
Name of Corporation			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 sit.	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:

	Number of Shares					
Name of Corporation	Total Voted For	Total Voted Against	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 /2/3/ ,1962

DONNELLY'S INC. OF RHODE ISLAND

BY Président

and Its Secretary

DONNELLY'S EAST, INC.

By Its President

Its Secretary

DONNELLY'S OF WAKEFIELD, INC.

By Its President

and Its Secretary

Its Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence Sc.
in said County on the 300 day of 1952, before me personally appeared Parish who being by me first duly sworn, declared that he is the President of Parish 1952, that he signed the foregoing document as such
of the
corporation, and that the statements therein contained are true.
(NOTARIAL SEAL)
STATE OF RHODE ISAND COUNTY OF SC.
At Similar in said county on the 3/2 day of 1967, before me personally appeared Parally , who being by me first duly sworn, declared that he is the Original of Porally's Int.
that he signed the foregoing document as such of the corporation, and that the statements therein contained are true.
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(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).

<u>W I T N E S S E T H:</u>

WHERFAS, 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:

Name of Company			Issued and Outstanding	
	Class A Voting	Capital Stock Class B Non-Voting	Class A Voting	Class B
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;

NOW, THEREFORE, it is agreed that, pursuant to the provisions of Chapter 7-1.1 of the General Laws of Rhode Island 1956, as amended, subject to the conditions hereinafter set forth East, Formal Wear and Wakefield shall all be merged into Donnelly's which shall be the surviving corporation, and that the plan, terms and conditions of such merger shall be as hereinafter set forth.

- . 1. EFFECTIVE DATE. The merger shall become effective at the close of business on December 31, 1982.
- 2. MERGER. At the effective date East, Formal Wear and Wakefield shall be merged into Donnelly's, the separate existence of East, Formal Wear, and Wakefield shall cease and Donnelly's shall continue to exist by virtue of and governed by the laws of the State of Rhode Island and shall be known by its present name, Donnelly's Inc. of Rhode Island. After the effective date, the surviving corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the merging corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the merged corporations, shall be taken and deemed to be transferred to and vested in such single corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporation shall not revert or be in any way impaired by reason of such merger. Such surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the corporations so merged; and any claim existing or action or proceeding pending by or against such corporations may be prosecuted as if such merger had not taken place, or such surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger.
 - 3. ARTICLES OF INCORPORATION AND BYLAWS:
- (a) The Articles of Incorporation of Donnelly's as of the effective date of the merger shall continue to be the Articles of Incorporation of the surviving corporation until further amended in accordance with the provisions thereof and applicable law.

- (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.
- 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 suriviving 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.

Joseph Follows

Speary 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.

Nototy Public