Filing fee: $50.00

ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO
Providence and Worcester Railroad 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)

See Exhibit A attached hereto and made a part hereof.

Rec'd & Filed AUG 30 1993

FORM 32A 5M 7-75

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:

Number of shares outstanding	Number of shares owned by surviving corporation	Designation of class	Number of shares	Number of shares owned by surviving corporation
100	100	Common		

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on Not applicable as described in Plan of Merger

FOURTH: Time merger to become effective (§7-1.1-69): Close of business on August 31, 1993.

Dated August 20, 1993.

Providence and Worcester Railroad Company

By [signature]

Its President

and [signature]

Its Secretary

COMMONWEALTH OF MASSACHUSETTS
~~STATE OF RHODE ISLAND~~ } Sc.
COUNTY OF WORCESTER

At Worcester in said county on the 20th day of August 19 93, before me personally appeared Orville R. Harrold, who being by me first duly sworn, declared that he is the President of Providence and Worcester Railroad Company that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Joyce S. Brown
Notary Public

JOYCE S. BROWN
Notary Public
My Commission Expires 4/1/1999

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan"), is made and executed as of the 19th day of August, 1993 by PROVIDENCE AND WORCESTER RAILROAD COMPANY, a Rhode Island corporation (the "Parent Company").

1. Capital Structure and Ownership

Connecticut Rail Systems, Inc., a Rhode Island corporation (the "Subsidiary"), has a total authorized capital stock consisting of 3,000 shares of common stock, no par value, of which 100 shares are issued and outstanding on the date hereof and held of record by the Parent Company.

2. Merger

At the Effective Time (as hereinafter defined), the Subsidiary shall, pursuant to Section 68.1 of the Rhode Island Business Corporation Act and pursuant to the reorganization provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, be merged with and into the Parent Company, which shall be the surviving corporation and shall continue in existence, on the terms and conditions hereinafter set forth. At the Effective Time, the separate existence of the Subsidiary shall cease and the effect of the merger shall otherwise be as provided under Section 69 of the Rhode Island Business Corporation Act.

3. Effective Time

The Effective Time of the merger provided for herein shall be the close of business on August 31, 1993.

4. Conversion of Shares

At the Effective Time of the merger of the Subsidiary:

a. The shares of common stock of the Subsidiary outstanding immediately prior to the Effective Time shall be cancelled.

b. The stock transfer books of the Subsidiary relating to the common stock issued and outstanding immediately prior to the merger shall be deemed to be finally closed.

5. The Surviving Corporation

a. From and after the merger of the Subsidiary until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of the Parent Company as in effect immediately prior to the merger shall be and continue to be the Articles of Incorporation and Bylaws of the Parent Company.

b. The persons who are directors and officers of the Parent Company immediately prior to the merger shall, until otherwise changed in the manner provided by law, continue as the directors and officers of the Parent Company following the merger, and shall hold office as provided in the Articles of Incorporation and Bylaws of the Parent Company.

6. Waiver of Mailing

The Parent Company, as the sole shareholder of the Subsidiary, hereby waives mailing of a copy of the Plan and hereby agrees that the Plan, the articles of merger and any other certificates or other instruments required by law to be recorded with respect to the Company and the Subsidiary may be recorded in the appropriate offices in the State of Rhode Island and in such other states in which the Parent Company or the Subsidiary are qualified to transact business at any time following the adoption and execution of the Plan.

7. Miscellaneous

This Plan may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

IN WITNESS WHEREOF, the Parent Company has caused this Plan to be executed by an officer thereunto duly authorized, and its corporate seal to be affixed hereto, all as of the day and year first above written.

PROVIDENCE AND WORCESTER
RAILROAD COMPANY

By: [signature]
Title: PRESIDENT

LWIPWD19258 .JAAJ R2

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

August 30, 1993

TO WHOM IT MAY CONCERN:

Re: CONNECTICUT RAIL SYSTEMS, INC.

It appears from our records that the abovenamed corporation has filed all of the required Public Service Corporation Gross Earnings 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 abovenamed public service corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations