Filing Fee: $50.00

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

.... Providence and Worcester Railroad Company

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	Entitled to Vote as a Class: Number of Shares
Providence and Worcester Rail Systems, Inc.	1,000 shs.	Common Stock, $1.00 Par Value	1,000 shs.
Providence and Worcester Railroad Company	The shareholders are not required to approve the Plan of Merger, under Section 7-1.1-67.		

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				
			Entitled to Vote as a Class		
Name of Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
Providence and Worcester Rail Systems, Inc.	1,000 shs.	0	Common Stock, $1.00 Par Value	1,000 shs.	0
Providence and Worcester Railroad Company	The Plan of Merger was adopted by Providence and Worcester Railroad Company without any approval by its shareholders.				

FOURTH: Time merger to become effective (§ 7-1.1-69): upon the filing of these articles of merger with the Rhode Island Secretary of State.

Dated July 27, 1983

PROVIDENCE AND WORCESTER RAIL SYSTEMS, INC.
By Orville R Harold
Its President
and Joseph R. DeStefano
Its Secretary

PROVIDENCE AND WORCESTER RAILROAD COMPANY
By Orville R Harold
Its President
and Joseph R. DeStefano
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE } Sc.

At WOONSOCKET in said County on the 27th day of July 19 83, before me personally appeared ORVILLE R. HARROLD, who being by me first duly sworn, declared that he is the PRESIDENT of Providence and Worcester Rail Systems, Inc.; that he signed the foregoing document as such PRESIDENT of the corporation, and that the statements therein contained are true.

Notary Public

EDWIN G. TORRANCE

(NOTARIAL SEAL)

STATE OF RHODE ISAND

COUNTY OF PROVIDENCE } Sc.

At WOONSOCKET in said county on the 27th day of July 19 83, 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.

Notary Public

EDWIN G. TORRANCE

(NOTARIAL SEAL)

333

···03····50.00
831 83 5044A14····50.00BL

AUG 31 1983

PLAN OF MERGER OF
PROVIDENCE AND WORCESTER RAIL SYSTEMS, INC.
WITH AND INTO
PROVIDENCE AND WORCESTER RAILROAD COMPANY

1. The names of the corporations proposing to merge are Providence and Worcester Rail Systems, Inc., a Rhode Island corporation, and Providence and Worcester Railroad Company, a Rhode Island corporation.

2. The name of the corporation into which such corporations propose to merge, and which shall be the surviving corporation, is Providence and Worcester Railroad Company, a Rhode Island corporation.

3. The terms and conditions of the proposed merger are as follows:

(a) The effective date of the merger shall be the time of the filing of articles of merger with the Rhode Island Secretary of State.

(b) On the effective date of the merger, Providence and Worcester Rail Systems, Inc. ("Systems") shall be merged with and into Providence and Worcester Railroad Company ("Railroad"), and the separate existence of Systems shall cease.

(c) All of the shares of capital stock of Systems which are outstanding on the effective date of the merger shall on the effective date of the merger be cancelled.