

Filing fee: \$20.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

O'DONNELL'S, INC.

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)

FIRST: Donnelly's of East Providence, Inc., a corporation organized and existing under the laws of the State of Rhode Island, and O'DONNELL'S, INC., also a corporation organized and existing under the laws of the State of Rhode Island, agree that said Donnelly's of East Providence, Inc. shall be merged into said O'DONNELL'S, INC. This merger is as authorized under the provisions of the Rhode Island Business Corporation Act, General Laws of 1956 as amended. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in this plan of merger.

SECOND: The name of the corporation proposing to merge is Donnelly's of East Providence, Inc. (hereinafter sometimes called "Donnelly's"); the name of the corporation into which said corporation proposes to merge is O'DONNELL'S, INC. (hereinafter sometimes called "Surviving Corporation"); the name of the Surviving Corporation as hereinafter set forth shall be changed to "Donnelly's East, Inc."

THIRD: The Articles of Association and the By-Laws of O'DONNELL'S, INC. as existing and constituted immediately prior to the effective date of the merger, except as herein amended, shall be and constitute the Articles of Incorporation and the By-Laws of the Surviving Corporation.

The Board of Directors and the members thereof, and the officers of O'DONNELL'S INC. immediately prior to the effective date of the merger shall be and constitute the Board of Directors, and the members thereof and the officers of the Surviving Corporation

FOURTH: The Articles of Association of O'DONNELL'S, INC. which were filed in the Office of the Secretary of State of the State of Rhode Island on April 30, 1948 shall be and become the Articles of Incorporation of the Surviving Corporation. Said Articles of Incorporation are hereby amended by deleting Paragraph SECOND in its entirety and substituting therefor a new Paragraph SECOND, which substituted Paragraph SECOND shall read as follows:

"SECOND. Said corporation shall be known by the name of Donnelly's East, Inc."

FIFTH: The total number of shares of stock of all classes which the said Donnelly's of East Providence, Inc. is entitled to issue is six hundred (600) shares of no par value common stock.

The total number of shares of stock of all classes which the said O'DONNELL'S, INC. has authority to issue is one hundred (100) shares of no par value common stock.

SIXTH: The manner and basis of converting the shares of common stock of Donnelly's and the shares of the Surviving Corporation shall be as follows: Inasmuch as all of the issued and outstanding shares of common stock of Donnelly's and the Surviving Corporation are owned by the same individual, each share of the issued and outstanding common stock of Donnelly's shall be cancelled and retired and no shares of the Surviving Corporation shall be issued in respect thereof. All of the issued and outstanding shares of the common stock of the Surviving Corporation shall remain outstanding.

SEVENTH: The principal office of the Surviving Corporation is located in the City and County of Providence, State of Rhode Island.

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
Donnelly's of East Providence, Inc.	600	Class A common	100
		Class B common	500
O'DONNELL'S, INC.	100	Common	100

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		
			Class	Voted For	Voted Against
Donnelly's of East Providence, Inc.	600	NONE	Class A Common	100	NONE
			Class B Common	500	NONE
O'DONNELL'S, INC.	100	NONE	Common	100	NONE

FOURTH: Time merger to become effective: (§ 7-1.1-69):

Upon completion of filing with the Secretary of State

Dated December 29, 1972

Donnelly's of East Providence, Inc.

By David E. Donnelly
Its President
and Milton L. Merithew
Its asst. Secretary

O'DONNELL'S, INC.

By David E. Donnelly
Its President
and Milton L. Merithew
Its asst. Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on the 29th day of
December 1972, before me personally appeared David E. Donnelly^{they are}
and Milton L. Merithew, who being by me first duly sworn, declared that ~~he~~ ^{they} is
the President & Secretary respectively of Donnelly's of East Providence, Inc.,
that ~~he~~ ^{they} signed the foregoing document as such President & Secretary of the
corporation, and that the statements therein contained are true.

Walter F. Sullivan
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on the 29th day of
December 1972, before me personally appeared David E. Donnelly^{they are}
and Milton L. Merithew, who being by me first duly sworn, declared that ~~he~~ ^{they} is
the President & Secretary respectively of O'DONNELL'S, INC.,
that ~~he~~ ^{they} signed the foregoing document as such President & Secretary of the
corporation, and that the statements therein contained are true.

Walter F. Sullivan
Notary Public

(NOTARIAL SEAL)

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