

\$100.00
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**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

WETTERAU N.E. INC.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
The Creasey Company of Maryland, Inc.	Maryland
Wetterau N.E. Inc.	Rhode Island

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Wetterau N.E. Inc.

and it is to be governed by the laws of the State of Rhode Island.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

See Exhibit A attached hereto and by this reference made a part hereof.

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FIFTH: As to each of the undersigned corporations, 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:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
The Creasey Company of Maryland, Inc.	2,300	Common	2,300
	500	6% Preferred	500
	150	7% Preferred	150
	<u>2,950</u>		
Wetterau N.E. Inc.	1,500	Common A	1,500
	<u>4,500</u>	Common B	<u>4,500</u>
	6,000		

SIXTH: 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:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
The Creasey Company of Maryland, Inc.	2,300	0	Common	2,300	0
	500	0	6% Preferred	500	0
	150	0	7% Preferred	150	0
	<u>2,950</u>	<u>0</u>			
Wetterau N.E. Inc.	1,500	0	Common A	1,500	0
	<u>4,500</u>	<u>0</u>	Common B	<u>4,500</u>	<u>0</u>
	6,000	0			

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated November 27, 1991

THE CREASEY COMPANY OF MARYLAND, INC.

By Michael L. Waitukaitis
Michael L. Waitukaitis
Its Vice President

and Matthew M. McCarthy
Matthew M. McCarthy
Its Secretary

WETTERAU N.E. INC.

By Matthew M. McCarthy
Matthew M. McCarthy
Its Vice President

and A. Sue Rea
A. Sue Rea
Its Asst. Secretary

STATE OF MISSOURI

COUNTY OF ST. LOUIS

} Sc.

At Hazelwood in said County on the 27th day
of November 1991, before me personally appeared
Michael L. Waitukaitis, who being by me first duly sworn, declared that he
is the Vice President of The Creasey Company of Maryland, Inc.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Sharon L. Sidebottom
Notary Public

(NOTARIAL SEAL)

SHARON L. SIDEBOTTOM
NOTARY PUBLIC — STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES JUNE 12, 1992

STATE OF MISSOURI

COUNTY OF ST. LOUIS

} Sc.

At Hazelwood in said County on the 27th day
of November 1991, before me personally appeared
Matthew M. McCarthy, who being by me first duly sworn, declared that he
is the Vice President of Wetterau N.E. Inc.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Sharon L. Sidebottom
Notary Public

(NOTARIAL SEAL)

SHARON L. SIDEBOTTOM
NOTARY PUBLIC — STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES JUNE 12, 1992

EXHIBIT A

PLAN OF MERGER

(The Creasey Company of Maryland, Inc./Wetterau N.E. Inc.)

1. Wetterau N.E. Inc. is the surviving corporation.
2. All of the property, rights, privileges, leases and intangibles of The Creasey Company of Maryland, Inc. are to be transferred to and become the property of Wetterau N.E. Inc. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of The Creasey Company of Maryland, Inc., shall resign from their offices as of the date of issuance of the Certificate of Merger for the state of Rhode Island.
4. The articles of incorporation of the survivor are not amended.

a:TCC12-5.