

Filing fee: \$20.00

**ARTICLES OF MERGER  
OF DOMESTIC SUBSIDIARY CORPORATION  
INTO**

RWF, Inc.

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)

PLAN OF MERGER

Of

East Coast Distributors, Inc.  
With and Into  
RWF, Inc.

1. The name of the subsidiary corporation is East Coast Distributors, Inc. and the name of the corporation owning 100% of its shares, which is hereinafter designated as the surviving corporation, is RWF, Inc.

2. The manner and basis of converting the shares of the subsidiary corporation into shares or other securities or obligations of the surviving corporation, or into cash or other consideration to be paid upon the surrender of each share of the subsidiary corporation, is as follows:

Upon the effective date of the merger, each share of common stock of East Coast Distributors, Inc. which is outstanding on the effective date of the merger shall on the effective date of the merger be surrendered to East Coast Distributors, Inc. and cancelled.

3. The effective date of the merger shall be the close of business on March 30, 1986, whereupon the separate existence of the subsidiary corporation shall cease.

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:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
150	150	common, no par value		

The mailing requirement with respect to the Plan of Merger has been waived by the sole shareholder of the subsidiary corporation.  
 THIRD: ~~Copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on~~

FOURTH: Time merger to become effective (§7-1.1-69): Upon the close of business on March 30, 1986.  
 Dated March 26, 1986.

RWF, Inc.  
 By *Scott B. Laurans*  
 Scott B. Laurans, President  
 and *Scott B. Laurans*  
 Scott B. Laurans, Its Asst. Secretary

STATE OF RHODE ISLAND }  
 COUNTY OF PROVIDENCE } Sc.

At Providence in said county on the 26 day of March, 19 86, before me personally appeared Scott B. Laurans, who being by me first duly sworn, declared that he is the President of RWF, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

*John R. Gowell, Jr.*  
 Notary Public

JOHN R. GOWELL, JR.  
 Notary Public, State of Rhode Island  
 Commission Expires June 30, 1986

MAR 29 1986  
*Zink*

W A I V E R

The undersigned, being the sole shareholder of East Coast Distributors, Inc., a Rhode Island corporation, hereby waives the mailing requirements of §7-1.1-68.1 of the Rhode Island Business Corporation Act with respect to the merger of East Coast Distributors, Inc. with and into RWF, Inc.

RWF, INC.

By: Scott B. Laurans  
Scott B. Laurans, President

Dated: March 26, 1986