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Filing fee: ~~300.00~~

**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTO**

**INTERNATIONAL PACKAGING CORPORATION**

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	Number of Shares
INTERNATIONAL PACKAGING CORPORATION	130.7	No par value	130.7
INTERNATIONAL DISPLAY CORPORATION	49.5	No par value	49.5

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		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
INTERNATIONAL PACKAGING CORPORATION	130.7	0	No par value	130.7	0
INTERNATIONAL DISPLAY CORPORATION	49.5	0	No par value	49.5	0

FOURTH: Time merger to become effective (§ 7-1.1-69): midnight January 31, 1981.

Dated January 22, 1981

INTERNATIONAL PACKAGING CORPORATION

By *John D. Belmonte Jr.*  
Its President  
and *John D. Belmonte Jr.*  
Its Secretary

INTERNATIONAL DISPLAY CORPORATION

By *John D. Belmonte Jr.*  
Its President  
and *John D. Belmonte Jr.*  
Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Pawtucket in said County on the 22nd day of  
January 1981, before me personally appeared  
John D. Kilmartin, Jr., who being by me first duly sworn, declared that he is  
the President and Secretary of INTERNATIONAL PACKAGING CORPORATION,  
that he signed the foregoing document as such President and Secretary of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

*James M. Sloan III*  
Notary Public  
JAMES M. SLOAN III

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Pawtucket in said county on the 22nd day of  
January 1981, before me personally appeared  
John D. Kilmartin, Jr., who being by me first duly sworn, declared that he is  
the President and Secretary of INTERNATIONAL DISPLAY CORPORATION,  
that he signed the foregoing document as such President and Secretary of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

*James M. Sloan III*  
Notary Public  
JAMES M. SLOAN III

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PLAN OF MERGER  
OF  
INTERNATIONAL PACKAGING CORPORATION ✓  
AND  
INTERNATIONAL DISPLAY CORPORATION

This Plan of Merger dated January 22, 1981, by and between INTERNATIONAL PACKAGING CORPORATION (IPC) and INTERNATIONAL DISPLAY CORPORATION (DISPLAY), each of which is a Rhode Island corporation, provides for the merger of DISPLAY into IPC.

WHEREAS, the Board of Directors of DISPLAY has determined that it is in the best interests of the stockholders of DISPLAY for DISPLAY to be merged into IPC, in accordance with this Plan and the applicable provisions of the Rhode Island Business Corporation Act (the Act); and

WHEREAS, the respective Boards of Directors of DISPLAY and IPC have approved this Plan.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, and for the purpose of providing for and prescribing the terms and conditions of the proposed merger, the manner and basis of converting the shares of DISPLAY into shares of IPC, stating any changes in the Articles of Incorporation of IPC to be effected by the proposed merger, and setting out such other provisions as the parties deem desirable, the parties agree as follows:

ARTICLE ONE

Merger of DISPLAY into IPC

Upon the effective date of midnight January 31, 1981, DISPLAY shall be merged into IPC in accordance with this Plan and the applicable provisions of the Act, and the separate existence of DISPLAY shall cease. IPC, as the surviving corporation, shall continue its corporate existence under the laws of the State of Rhode Island under the name, "INTERNATIONAL PACKAGING CORPORATION".

ARTICLE TWO

On the effective date of merger, each share of the Forty-nine and 5/10 (49.5) issued and outstanding shares of common stock, no par value, of DISPLAY shall be converted into the right to receive 15/1000 (.015) shares of the common stock, no par value, of IPC on surrender of the certificate, properly endorsed, representing the same. Any stockholder receiving more than one (1) share of IPC shall have any fractional percentage in excess of one-half (1/2) share rounded off to the next higher number of shares.

Unless and until any such certificate shall be so surrendered, the holder of such certificate shall not have any right to receive distribution of IPC shares which the holder is entitled to receive.

Any share of DISPLAY common stock without par value held by DISPLAY as treasury stock shall be, without any further action, cancelled and shall not be converted into shares of IPC stock.

ARTICLE THREE

DISPLAY and IPC shall submit this Plan to their respective stockholders for approval as required by the provisions of the Act.

At and after the effective date of merger, IPC, as the surviving corporation, shall succeed to all of the rights and property and all of the liabilities and obligations of DISPLAY as provided in Section 7-1.1-69 of the Act.

ARTICLE FOUR

Until altered, cancelled or amended as therein provided, the by-laws of IPC, which exist on the effective date of this merger, shall continue as the by-laws of the surviving corporation.

ARTICLE FIVE

The surviving corporation is for the purpose of all forms of sales and manufacture of packaging and display materials. In addition to the foregoing, said corporation shall have the power and authority heretofore granted to IPC by its original Articles of Incorporation.

IN WITNESS WHEREOF, the parties hereto have caused this instrument  
to be duly executed under seal on the day and date first above written.

INTERNATIONAL DISPLAY CORPORATION

By: John D. Kilmartin Jr.  
President

By: John D. Kilmartin Jr.  
Secretary

INTERNATIONAL PACKAGING CORPORATION

By: John D. Kilmartin Jr.  
President

By: John D. Kilmartin Jr.  
Secretary

IN WITNESS WHEREOF, the parties hereto have caused this instrument  
to be duly executed under seal on the day and date first above written.

INTERNATIONAL DISPLAY CORPORATION:



By: John D. Kilmartin, Jr.  
President

By: John D. Kilmartin, Jr.  
Secretary

INTERNATIONAL PACKAGING CORPORATION:



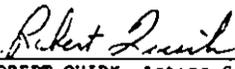
By: John D. Kilmartin, Jr.  
President

By: John D. Kilmartin, Jr.  
Secretary

CERTIFICATE OF VOTE

I, ROBERT QUIRK, Acting Secretary of INTERNATIONAL DISPLAY CORPORATION, hereby certify that the following is a true and exact copy of an extract of the minutes of a Special Meeting of the Board of Directors and Stockholders of INTERNATIONAL DISPLAY CORPORATION, which meeting was duly noticed, called and held on the 22nd day of January, 1981, and further certify that the following has not been altered, amended, rescinded or changed in any manner or form from the date of such meeting to the date of the delivery of this Certificate:

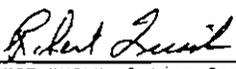
"VOTED: To adopt the Plan of Merger attached hereto and made a part hereof."

  
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ROBERT QUIRK, Acting Secretary  
Dated: *January 22, 1981*

CERTIFICATE OF VOTE

I, ROBERT QUIRK, Acting Secretary of INTERNATIONAL PACKAGING CORPORATION, hereby certify that the following is a true and exact copy of an extract of the minutes of a Special Meeting of the Board of Directors and Stockholders of INTERNATIONAL PACKAGING CORPORATION, which meeting was duly noticed, called and held on the 22nd day of January, 1981, and further certify that the following has not been altered, amended, rescinded or changed in any manner or form from the date of such meeting to the date of the delivery of this Certificate:

"VOTED: To adopt the Plan of Merger attached hereto and made a part hereof."

  
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ROBERT QUIRK, Acting Secretary

Dated: *January 22, 1981*