

Filing fee: \$10.00

11-24-78
2-10-84 [signature]

STATEMENT OF INTENT TO DISSOLVE
BMS, INC.
(formerly BEN'S MARINE SALES, INC.)

BY WRITTEN CONSENT OF SHAREHOLDERS

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-76 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all of its shareholders:

FIRST: The name of the corporation is BMS, INC. (formerly BEN'S MARINE SALES, INC.)

SECOND: The names and respective addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Benedetto G. Lauretti	President	555 Mendon Road, Cumberland, RI 02864
---	Vice President	
Rosemond M. Lauretti	Treasurer	Same
Elaine C. Roy	Secretary	Same
Norman Jay Bolotow	Asst. Secretary	2300 Hospital Trust Tower, Prov., RI 02903

THIRD: The names and respective addresses of its directors are:

<u>Name</u>	<u>Address</u>
N/A	

FOURTH: The following written consent to dissolution of the corporation has been signed by all of the shareholders of the corporation, or signed in their names by their respective attorneys thereunto duly authorized:

(Insert copy of Consent)

RESOLVED: That the "Plan of Complete Liquidation" of the Corporation (the "Plan"), a copy of which is attached hereto as Exhibit A, bc, and the same hereby is, approved and adopted.

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FEB 29 1984

[signature]

Dated February 7, 1984.

BMS, INC. (formerly
BEN'S MARINE SALES, INC.)

By Benedetto G. Lauretti

Its President

and Elaine C. Roy

Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence : in said county on the 7th day
of February 1984, before me personally appeared Benedetto
G. Lauretti, who, being by me first duly sworn, declared that he is the
President of BMS, INC. (formerly BEN'S MARINE SALES, INC.),
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

John C. Dean, Notary Public
Notary Public

(NOTARIAL SEAL)

EXHIBIT A

PLAN OF COMPLETE LIQUIDATION
BMS, INC.

(formerly BEN'S MARINE SALES, INC.)

- (1) The Corporation shall be dissolved in accordance with Section 7-1.1-76 of the General Laws of Rhode Island of 1956, as amended. During the 12-month period commencing on the date hereof, the Corporation shall continue its business to the extent necessary to collect all of its accounts receivable, pay all of its liabilities and otherwise conduct business consistent with the objective of the Corporation to sell its assets and wind up the affairs of the Corporation. During such period, the appropriate officers of the Corporation are authorized to make periodic distributions in complete liquidation, retaining such assets as may be necessary to pay expenses or liabilities and to continue the operation of assets not having been sold at the time of any such periodic distribution.
- (2) Prior to the end of such 12-month period, all assets of the Corporation not previously distributed which, in the opinion of the officers of the Corporation, are no longer needed for payment of expenses or liabilities of the Corporation, shall be distributed to the stockholders of the Corporation. Upon such distribution, the stockholders shall surrender for cancellation the certificates representing their ownership of stock in the Corporation.
- (3) Within 30 days after the date of adoption of this plan of liquidation, the Secretary of the Corporation shall file Treasury Department Form 966 with the appropriate office of the Internal Revenue Service, and all required attachments thereto.
- (4) Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a final Federal income tax return and State income tax return on behalf of the Corporation, and Treasury Department Forms 1096 and 1099L. Thereafter, the President, any Vice President, Secretary, Treasurer, Assistant Treasurer or Assistant Secretary shall execute on behalf of the Corporation the Assignment of Assets, a copy of which is attached hereto, whereby the Corporation assigns all of its right, title and interest in and to any remaining assets, whether in existence at such time or arising thereafter, including without limitation rights or causes of action, to the stockholders or at the request of the stockholders to any trust they may have created to receive such assignment.
- (5) The officers and directors of the Corporation shall cause to be filed with the Office of the Secretary of State of Rhode Island the necessary documents to effect a complete statutory dissolution of the Corporation. The officers and directors of the Corporation shall have the power to adopt all resolutions, execute

all documents, file all papers and take whatever action they deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, so long as any such action shall not be inconsistent with the provisions of Section 337 of the Internal Revenue Code and the Treasury Regulations issued thereunder. This plan shall be deemed to authorize such action as, in the opinion of counsel for the Corporation, may be necessary to conform with the provisions and requirements of Section 337 of the Internal Revenue Code.