

Filing fee: \$50.00

**ARTICLES OF MERGER (SUBSIDIARY)
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

.....The Moore Company.....

Pursuant to the provisions of Sections 7-1.1-68.1 and 7-1.1-70 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation(s) into itself:

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

Name of Corporation

State

See Exhibit A attached hereto and made a part hereof

SECOND: The laws of the State(s) under which the foreign corporation(s) ~~is~~(are) organized permit such merger.

THIRD: The name of the surviving corporation isThe Moore Company.....

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

FOURTH: 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 and as required by the applicable laws of the State under which it is organized:

(Insert Plan of Merger)

See Exhibit B attached hereto and made a part hereof

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FIFTH: As to the subsidiary corporation(s), 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>
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See Exhibit C attached hereto and made a part hereof

SIXTH: A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation(s) on Not Applicable as described in Plan of Merger

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 above listed domestic corporation(s) and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic corporation(s) 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(s) 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.

EIGHTH: Time merger is to become effective (§7-1.1-68): April 3, 1993

Dated March 14, 19 93

The Moore Company

(Exact Corporate Name)
By [Signature]
(Its Vice President)
and [Signature]
(Its Asst. Secretary)

STATE OF Rhode Island

COUNTY OF WASHINGTON

} Sc.

At Westerly in said county on the 12th day of March, 19 93, before me personally appeared Arthur J. Bruns, who being by me first duly sworn, declared that he is the V. Pres. of The Moore Company, that he signed the foregoing document as such V. Pres. of the corporation, and that the statements therein are true.

[Signature]
(Notary Public)
6- Esp's 6/20/93

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EXHIBIT A

<u>Name of Corporation</u>	<u>State</u>
66924 ✓ Aldon Industries, Inc.	Delaware
66411 ✓ B&M Manufacturing Co., Inc.	Delaware
66931 ✓ B&M of Illinois, Inc.	Delaware
73157 ✓ Darlington Fabrics Corporation	Delaware
51952 ✓ Fulflex of North Carolina, Inc.	North Carolina
51954 ✓ Fulflex of Tennessee, Inc.	Tennessee
51953 ✓ Fulflex of Vermont, Inc.	Vermont
✓ Moeller Manufacturing Co., Inc.	Delaware
66893 ✓ Moeller of Tennessee, Inc.	Delaware
62565 ✓ ZED Instruments USA Ltd.	Delaware

EXHIBIT C

<u>Name of Corporation</u>	<u>Number of Shares Owned</u> <u>By Surviving Corporation</u>
Aldon Industries, Inc.	1,000
B&M Manufacturing Co., Inc.	100
B&M of Illinois, Inc.	100
Darlington Fabrics Corporation	13,000
Fulflex of North Carolina, Inc.	100,000
Fulflex of Tennessee, Inc.	1,000
Fulflex of Vermont, Inc.	5,000
Moeller Manufacturing Co., Inc.	1,000
Moeller of Tennessee, Inc.	100
ZED Instruments USA Ltd.	3,000

EXHIBIT B

PLAN OF MERGER

THIS PLAN OF MERGER, made and executed as of the 20th day of January, 1993 (the "Plan") by THE MOORE COMPANY, a Rhode Island corporation (the "Parent Company").

1. Capital Structure and Ownership

a. The Parent Company has a total authorized capital stock consisting of 63,000 shares of common stock, no par value, of which 15,909 shares are issued and outstanding on the date hereof.

b. Aldon Industries, Inc., a Delaware corporation ("Aldon"), has a total authorized capital stock consisting of 10,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding on the date hereof and held of record by the Parent Company.

c. B&M Manufacturing, Inc., a Delaware corporation ("B&M Manufacturing"), has a total authorized capital stock consisting of 100 shares of common stock, no par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

d. B&M of Illinois, Inc., a Delaware corporation ("B&M Illinois"), has a total authorized capital stock consisting of 100 shares of common stock, \$1.00 par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

e. Darlington Fabrics Corporation, a Delaware corporation ("Darlington"), has a total authorized capital stock consisting of 20,000 shares of common stock, no par value, of which 13,000 shares are issued and outstanding on the date hereof and held of record by the Parent Company.

f. Fulflex, Inc., a Rhode Island corporation ("Fulflex"), has a total authorized capital stock consisting of 100 shares of common stock, no par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

g. Fulflex of North Carolina, Inc., a North Carolina corporation ("Fulflex North Carolina"), has a total authorized capital stock consisting of 100,000 shares of common stock, no par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

h. Fulflex of Tennessee, Inc., a Tennessee corporation ("Fulflex Tennessee"), has a total authorized capital stock consisting of 2,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding on the date hereof and held of record by the Parent Company.

i. Fulflex of Vermont, Inc., a Vermont corporation ("Fulflex Vermont"), has a total authorized capital stock consisting of 5,000 shares of common stock, \$1.00 par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

j. George C. Moore Co., a Rhode Island corporation ("George C. Moore"), has a total authorized capital stock consisting of 100 shares of common stock, no par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

k. Moeller Manufacturing Co., Inc., a Delaware corporation ("Moeller Manufacturing"), has a total authorized capital stock consisting of 3,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding on the date hereof and held of record by the Parent Company.

l. Moeller of Tennessee, Inc., a Delaware corporation ("Moeller Tennessee"), has a total authorized capital stock consisting of 100 shares of common stock, \$1.00 par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

m. ZED Instruments USA Ltd., a Delaware corporation ("Zed Instruments"), has a total authorized capital stock consisting of 3,000 shares of common stock, \$.01 par value, all of which are issued and outstanding on the date hereof and held of record by the Parent Company.

Aldon, B&M Manufacturing, B&M Illinois, Darlington, Fulflex, Fulflex North Carolina, Fulflex Tennessee, Fulflex Vermont, George C. Moore, Moeller Manufacturing, Moeller Tennessee and Zed Instruments shall sometimes be referred to herein individually as a "Subsidiary" and collectively as the "Subsidiaries."

2. Merger

At the Effective Time (as hereinafter defined) as applicable thereto, each of the Subsidiaries shall, pursuant to Section 68.1 of the Rhode Island Business Corporation Act and the laws of such Subsidiary's state of incorporation, and pursuant to the

reorganization provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, be merged with and into the Parent Company, which shall be the surviving corporation and shall continue in existence, on the terms and conditions hereinafter set forth. At the Effective Time, the separate existence of such Subsidiary shall cease and the effect of the merger shall otherwise be as provided under Section 69 of the Rhode Island Business Corporation Act and the laws of such Subsidiary's state of incorporation.

3. Effective Time

The Effective Time of the merger provided for herein shall, with respect to each Subsidiary, be such time as may be specified in the certificate of the merger of such Subsidiary as herein contemplated, as issued by the Secretary of State of the State of Rhode Island.

4. Conversion of Shares

At the Effective Time of the merger of each Subsidiary:

a. The shares of common stock of the Subsidiary outstanding immediately prior to the Effective Time shall be cancelled.

b. The stock transfer books of the Subsidiary relating to the common stock issued and outstanding immediately prior to the merger shall be deemed to be finally closed.

5. The Surviving Corporation

a. From and after the merger of each Subsidiary until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of the Parent Company as in effect immediately prior to the merger shall be and continue to be the Articles of Incorporation and Bylaws of the Parent Company.

b. The persons who are directors and officers of the Parent Company immediately prior to the merger shall, until otherwise changed in the manner provided by law, continue as the directors and officers of the Parent Company following the merger, and shall hold office as provided in the Articles of Incorporation and Bylaws of the Parent Company.

6. Waiver of Mailing

The Parent Company, as the sole shareholder of each of the Subsidiaries, hereby waives mailing of a copy of the Plan and

hereby agrees that the Plan, the articles of merger and any other certificates or other instruments required by law to be recorded with respect to the Company and each Subsidiary may be recorded in the appropriate offices in the State of Rhode Island and the state of such Subsidiary's incorporation at any time following the adoption and execution of the Plan.

7. Miscellaneous

This Plan may be executed in any number of counterparts, each of which shall be considered to be an original instrument.

IN WITNESS WHEREOF, the Parent Company has caused this Plan to be executed by an officer thereunto duly authorized, and its corporate seal to be affixed hereto, all as of the day and year first above written.

THE MOORE COMPANY

By: 

Title: President

ATTEST

By:  TREASURER

Title:

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