

Filing Fee: See Instructions

ID Number: 000796302



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2014 AUG 25 AM 9:25
SECRETARY OF STATE
CORPORATIONS DIV

ARTICLES OF MERGER OR CONSOLIDATION INTO
PREVISTA, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Prevista, Inc. as Business Corporation in MA and RI.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Prevista, Inc. which is to be governed by the laws of the state of Massachusetts

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: N/A

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: 2 Pinecrest Drive, Lenox, MA 01240

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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By [Signature] 230951 A.A. 9:25 A.M.

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: _____

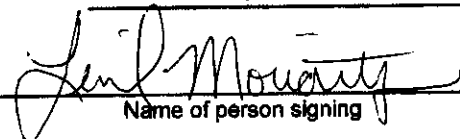
b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Prevista, Inc. (RI Corporation)

_____ Print Entity Name

By:  _____
Name of person signing

President and Treasurer

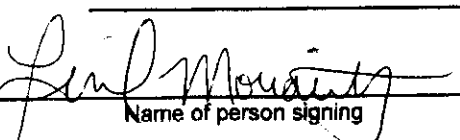
_____ Title of person signing

By: _____
Name of person signing

_____ Title of person signing

Prevista, Inc. (MA Corporation)

_____ Print Entity Name

By:  _____
Name of person signing

President and Treasurer

_____ Title of person signing

By: _____
Name of person signing

_____ Title of person signing

AGREEMENT OF MERGER

AGREEMENT for a merger having an effective date of the 17th day of April, 2014, by and between PREVISTA, INC., a Rhode Island corporation ("Terminating Corporation") and PREVISTA, INC., a Massachusetts corporation ("Surviving Corporation").

WHEREAS, it would be in the best interests of each corporation and their respective stockholders that Terminating Corporation merge into Surviving Corporation pursuant to this Agreement and the Massachusetts Business Corporation Law.

NOW, THEREFORE, the parties agree, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. *Merger and Surviving Corporation.* On the Effective Date of the Merger (as hereinafter defined), (a) Terminating Corporation shall be merged into Surviving Corporation, Surviving Corporation shall be the surviving corporation, and (c) the separate existence of Terminating Corporation shall cease.

2. *Purposes of Surviving Corporation.* The purposes of the Surviving Corporation shall be engaging in any lawful business.

3. *Capital Structure of Surviving Corporation.* The Surviving Corporation is authorized to issue 100 shares of common stock, no par value (the "Common Stock").

4. *Conversion of Shares.* On the Effective date of the Merger, each share of common stock, no par value, of Terminating Corporation, then issued and outstanding shall be converted into one issued and outstanding share of common stock, no par value of the Surviving Corporation. Thereupon, certificates of shares of common stock of Terminating Corporation ("Terminating Corporation Common Certificates"), shall entitle the holders thereof to receive certificates for the appropriate number of fully paid and non-assessable shares of common stock of the Surviving Corporation upon presentation and surrender of the Terminating Corporation Common Certificates to the Surviving Corporation. Pending presentation and surrender, such Terminating Corporation Common Certificates shall be deemed for all purposes, including payment of any dividends, to evidence ownership of the shares of common stock of the Surviving Corporation into which the shares of Terminating Corporation shall have been so converted.

The shares of common stock of Surviving Corporation then issued and outstanding shall not be converted as a result of this merger, but shall remain outstanding as shares of common stock of the Surviving Corporation.

5. *Articles of Organization and By-Laws.* The Articles of Organization and By-Laws of Surviving Corporation, as in effect on the effective date of the merger, shall be the Articles of Organization and By-Laws, respectively, of the Surviving Corporation.

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6. *Officers and Directors.* The Directors and officers of Surviving Corporation shall continue to serve as the Directors and officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

7. *Stockholder Approval.* This agreement shall be submitted to the stockholders of Terminating Corporation and Surviving Corporation at a meeting thereof called for the purposes of considering and acting upon this agreement.

8. *Effective Date of Merger.* As used herein, the term "Effective Date of the Merger" shall mean the date of filing the Articles of Merger with the Secretary of the Commonwealth of Massachusetts.

9. *Articles of Merger.* Following the approval of this agreement by vote of the holders of two-thirds of the shares of each class of stock of Terminating Corporation and Surviving Corporation outstanding and entitled to vote on the question, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the Commonwealth of Massachusetts pursuant to the provisions of the Massachusetts Business Corporation Law.

10. *Abandonment.* The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Terminating Corporation and Surviving Corporation at any time prior to the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts, and shall be abandoned if this Agreement has not been approved by the stockholders of Terminating Corporation and Surviving Corporation on or before April 30, 2014.

WITNESS the execution hereof under seal on the day and year first above written.

TERMINATING CORPORATION
PREVISTA, INC., a Rhode Island Corporation

By: Leisl Moriarty
Leisl M. Moriarty, President and Treasurer

SURVIVING CORPORATION
PREVISTA, INC., a Massachusetts Corporation

By: Leisl Moriarty
Leisl M. Moriarty, President and Treasurer



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

DAVID R. CIANFLONE, ESQ.
59 BARTLETT AVE
PITTSFIELD, MA 01201-6359

I.D. 796302

LETTER OF GOOD STANDING

It appears from our records that **PREVISTA INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **07/31/2014** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER OF CORPORATIONS RI NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Lori Baccari, Supervising Revenue Officer
Compliance and Collections

48616457:10606319
DLN: 0254881001



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

