State of Rhode Island and Providence Plantations Office Of the Secretary of State

BUSINESS DIVISION CORPORATIONS 100 NORTH MAIN STREET PROVIDENCE, RI 02903

⊠ Merger

☐ Consolidation

ARTICLES OF MERGER OR CONSOLIDATION

Pursuant to the provisions of Chapter 7-16 of the General Laws, 1956, as amended, the undersigned entities adopt the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity:

FIRST: The constituent entities to the merger or consolidation are as follows:

Entity Name	Entity Type	Jurisdiction of Formation Of Organization*
Retail Solutions, Inc. 9049	Corporation	Rhode Island #80489
RSI, LLC	Limited liability company	Rhode Island #92857

SECOND: The surviving entity of this merger/the resulting entity of this consolidation is as follows:

Entity Name Entity Type Jurisdiction of Formation*

Limited liability Rhode Island company #92857

*Include Rhode Island or other state identification numbers.

By <u>Cotte3</u>

FORM LLC-17A 2M 9-92

RSI, LLC

what is the prior name:	name of the survivor is being changed pursuant to the plan of merger, RSI, LLC L Solutions, LLC	
FOURTH: The plan of merg the undersigned entities:	ger or consolidation attached as Exhibit A was approved by each of	
(Attach Plan of Merger or C	onsolidation complying with §7-16-60)	
FIFTH: The Plan of Merger constituent entity.	r or Consolidation has been duly authorized and approved by each	
SIXTH: The effective date of Articles of Merger or Consolidat after the filing of these Articles of	of the merger or consolidation, if later than the date of filing of these ion, is: upon filing (not more than 30 days of Merger or Consolidation).	
Dated November 1, 19.97	Retail Solutions, Inc. (name of entity)	
	Troy D. Ketchum Its President (Title) By Dlutly Tobin	
	Its Secretary (Title)	
	(name of entity)	,
	By Troy D. Ketchum Its (Title)	
	By Surfley Tolm Its Secretary (Title)	

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of November, 1997 by and between Retail Solutions, Inc., a Rhode Island corporation (the "Corporation") and RSI, LLC a Rhode Island limited liability company (the "LLC").

WHEREAS, each of the parties hereto deems it advisable and generally to the welfare of said parties and their respective shareholders (in the case of the Corporation) and Members (in the case of the LLC) that the parties merge into the LLC;

WHEREAS, the Corporation has an authorized capital of 8,000 shares of common stock, \$1.00 par value, of which 100 shares are now issued and outstanding;

WHEREAS, the LLC currently has two (2) members;

WHEREAS, the registered office of the Corporation and the LLC in the State of Rhode Island is located at 1500 Fleet Center, Providence, Rhode Island 02903; and

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, agree as follows:

- 1. That the Corporation shall be merged into the LLC pursuant to Section 16-59 of the Rhode Island General Laws and pursuant to the reorganization provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
- 2. That LLC shall be the surviving entity ("Survivor"), which shall be governed by the laws of the State of Rhode Island.
- 3. The Articles Organization of LLC, as in effect on the effective date of the aforementioned merger, shall continue in full force and effect as the Articles of Organization of the Survivor; except that that Article FIRST thereof shall be amended in its entirety to read as follows: "FIRST: The name of the Limited Liability company is: Retail Solutions, LLC."
- 4. Each share of common stock of the Corporation outstanding immediately prior to the effective date of the merger shall be canceled.
- 5. Until altered, amended or repealed, the Operating Agreement of LLC, as in effect on the effective date of the aforementioned merger, shall be the Operating Agreement of the Survivor.

- 6. The Survivor shall pay all of the expenses incurred by the parties hereto for the purpose of consummating the transactions contemplated hereby.
- 7. The aforementioned merger shall be effective and upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

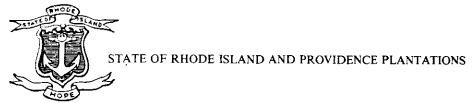
Retail Solutions, Inc.

Troy D. Ketchum, President

RSI, LLC

Troy D Ketchum Presiden

#144272 v1



Department of Administration DIVISION OF TAXATION One Capitol Hill Providence, RI 02908-5800

November 13, 1997

TO WHOM IT MAY CONCERN:

Re: RETAIL SOLUTIONS, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

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

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark Tax Administrator

Ernest A. De angelis Ernest A. DeAngelis Chief Revenue Agent Corporations