

Filing Fee \$100.00

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:

| <u>Entity Name</u>           | <u>Entity Type</u>           | <u>Jurisdiction of Formation<br/>Of Organization*</u> |
|------------------------------|------------------------------|---|
| Retail Solutions, Inc. 80484 | Corporation                  | Rhode Island<br>#80489                                |
| RSI, LLC                     | Limited liability<br>company | Rhode Island<br>#92857                                |

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

| <u>Entity Name</u> | <u>Entity Type</u>           | <u>Jurisdiction of Formation*</u> |
|--------------------|------------------------------|-----------------------------------|
| RSI, LLC           | Limited liability<br>company | Rhode Island<br>#92857            |

\*Include Rhode Island or other state identification numbers.

**FILED**  
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**THIRD:** If a merger and the name of the survivor is being changed pursuant to the plan of merger, what is the prior name: .....RSI, LLC.....  
what is the new name: Retail Solutions, LLC.....

**FOURTH:** The plan of merger or consolidation attached as Exhibit A was approved by each of the undersigned entities:

(Attach Plan of Merger or Consolidation complying with §7-16-60)

**FIFTH:** The Plan of Merger or Consolidation has been duly authorized and approved by each constituent entity.

**SIXTH:** The effective date of the merger or consolidation, if later than the date of filing of these Articles of Merger or Consolidation, is: .....upon filing..... (not more than 30 days after the filing of these Articles of Merger or Consolidation).

Dated ..November 1....., 1997.. ..Retail Solutions, Inc. ....

(name of entity)

By .....  
Troy D. Ketchum  
Its ..... President ..... (Title)

By .....  
Bentley Tobin  
Its ..... Secretary ..... (Title)

.....RSI, LLC.....

(name of entity)

By .....  
Troy D. Ketchum  
Its ..... President ..... (Title)

By .....  
Bentley Tobin  
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.

By:   
Troy D. Ketchum, President

RSI, LLC

By:   
Troy D. Ketchum, President

#144272 v1



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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. DeAngelis*  
Ernest A. DeAngelis  
Chief Revenue Agent  
Corporations