

Filing Fee: See Page 4

ID Number: 98146



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

R.K. MIDDLETOWN, LLC

(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 Rhode Island General Laws, 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 states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include R.K. Middletown I, LLC (limited liability company, Rhode Island) and Middletown Associates, LLC (limited liability company, Massachusetts).

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 R.K. Middletown, LLC which is to be governed by the laws of the state of Rhode Island

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: R.K. Middletown, LLC

f. If the surviving or new entity is to be governed by the laws of a state other than 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 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; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state)

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 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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By [Signature] 274353

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....
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

R. K. Middletown Associates, LLC

Print Entity Name
By: [Signature] Name of person signing
MANAGER Title of person signing
By: Name of person signing Title of person signing

STATE OF Massachusetts
COUNTY OF Norfolk

In Dedham, on this 21st day of November, 2001, before me personally appeared David Katz who, being duly sworn, declared that he/she is the Manager of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 2/15/05

Middletown Associates, LLC

Print Entity Name
By: [Signature] Name of person signing
MANAGER Title of person signing
By: Name of person signing Title of person signing

STATE OF Massachusetts
COUNTY OF Norfolk

In Dedham, on this 21st day of November, 2001, before me personally appeared David Katz who, being duly sworn, declared that he/she is the Manager of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 2/15/05

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, made as of November 21, 2001, between Middletown Associates, LLC (the "Massachusetts LLC"), a Massachusetts limited liability company, and R.K. Middletown I, LLC (the "Rhode Island LLC"), a Rhode Island limited liability company, and joined in by all the members of each such entity.

RECITALS:

A. The members of the Massachusetts LLC desire to convert it to a Rhode Island limited liability company and have previously formed the Rhode Island LLC to accomplish this conversion.

B. For administrative ease and convenience, to accomplish the conversion, it is desired to merge the Massachusetts LLC into the Rhode Island LLC and to consolidate the ownership of the properties and other assets owned by the Massachusetts LLC in the Rhode Island LLC.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. Effective upon the filing (the "Effective Date") with the Secretary of State of the State of Rhode Island of Articles of Merger and with the Secretary of State of the Commonwealth of Massachusetts of a certified copy of the Rhode Island Articles of Merger, as required by the Massachusetts Limited Liability Company Act (the "Massachusetts LLC Act") and the Rhode Island General Laws, 1956, as amended (the "Rhode Island laws"), respectively, the Massachusetts LLC is to be and is, without any further documents, filings or other actions, as of the Effective Date, merged (the "Merger") into the Rhode Island LLC upon the terms and conditions hereinafter set forth.

Following the merger, Article 1 of the Articles of Organization shall reflect that the name of the Rhode Island LLC shall be R.K. Middletown, LLC.

It is agreed that the Rhode Island LLC shall be the resulting and surviving entity for purposes of the Massachusetts LLC Act and the Rhode Island laws, as the successor under the Massachusetts LLC Act and the Rhode Island laws to the Massachusetts LLC, but that the Rhode Island LLC is a continuation of the Massachusetts LLC for federal income tax purposes, and as such, the Rhode Island LLC will enjoy the benefits and burdens of all income tax attributes and elections of the Massachusetts LLC. The Rhode Island LLC never had a tax identification number and the tax identification number of the Massachusetts LLC is 04- ~~3396988~~. Pursuant to the applicable provisions, rules and regulations of the Internal Revenue Code of 1986 (as amended, the "IRC"), the Massachusetts LLC shall not terminate for tax purposes, and the Rhode Island LLC shall be the continuation thereof. The Merger shall be effective as of the commencement of business on the Effective Date.

2. Pursuant to the Merger and applicable law, as of the Effective Date, the Massachusetts LLC shall and does hereby transfer, assign and convey to the Rhode Island LLC all of its rights, privileges, powers and franchises and all property and assets, real and personal, tangible and intangible, of every kind, nature and description, and wherever located, all of which shall be vested in and held and enjoyed by the Rhode Island LLC from and after the Effective Date, and the Rhode Island LLC shall simultaneously therewith assume and/or take, and does hereby so assume and take, the Massachusetts LLC's assets and property subject to all liens, liabilities, encumbrances, restrictions, disabilities, duties and obligations to which they are subject or by which the Massachusetts LLC was bound, such conveyance and assumption evidenced solely by this Agreement of Merger, without further act or deed of either party hereto; to the extent permitted by applicable law, such conveyance and assumption shall be evidenced solely by the Articles of Merger. The filing of the Articles of Merger shall be conclusive evidence of the consummation of

the aforesaid Merger and of the transfer, assignment and conveyance, and the assumption of all of the assets and liabilities, of the Massachusetts LLC to and by the Rhode Island LLC.

All liens, encumbrances and other duties and obligations as to any property of the Massachusetts LLC shall be preserved unimpaired, limited to the property or properties affected by such liens or encumbrances immediately prior to the Effective Date, and all such liens and encumbrances and all other debts, liabilities, duties and other obligations of the Massachusetts LLC shall attach to and may be enforced against the Rhode Island LLC and/or its properties to the same extent as if such debt, liabilities, duties and other obligations had been incurred or contracted by it.

Each of the parties hereto agrees to execute such other documents, agreements and other instruments and to take such other actions as are requested by the other party hereto in order to fully evidence and effectuate the purposes of this Agreement of Merger.

3. Following the Merger, the interests of the members in the Rhode Island LLC shall be substantially the same as their interests in the Massachusetts LLC immediately prior to the Merger.

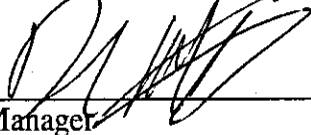
4. This Agreement of Merger shall be governed by and interpreted in accordance with the laws of the State of Rhode Island, and contains the entire understanding of the parties with respect to the subject matter and may not be amended, modified, altered or varied except by an agreement in writing executed by both the Massachusetts LLC and the Rhode Island LLC.

5. The effectiveness of this Agreement of Merger is subject to the consent and joinder hereto by all the members in the Massachusetts LLC and all the members in the Rhode Island LLC.

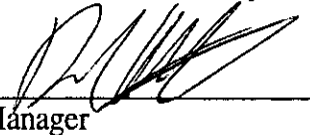
6. This Agreement of Merger, and the Consent and Joinder which is a part hereof, may be executed in counterparts, each of which counterparts shall be deemed an original of this Agreement of Merger and the Consent and Joinder and shall constitute one and the same instrument notwithstanding that not all parties have executed the same counterpart.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger, under seal, in any number of counterpart copies, each of which counterpart copy shall be deemed an original for all purposes, as of the day and year first above written.

MIDDLETOWN ASSOCIATES, LLC
a Massachusetts limited liability company

By: 
Manager

R.K. MIDDLETOWN I, LLC,
a Rhode Island limited liability company

By: 
Manager

Consent and Joinder

to
Agreement of Merger

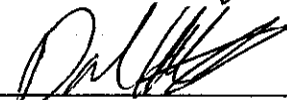
Dated as of November ____, 2001

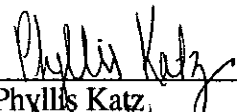
between
Middletown Associates, LLC ("Massachusetts LLC")
and
R.K. Middletown I, LLC ("Rhode Island LLC")

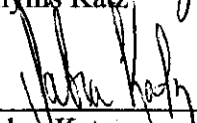
The undersigned, being all the members of the Massachusetts LLC and the Rhode Island LLC, hereby acknowledge and consent to the aforesaid Agreement of Merger, each in his or her capacity as a member in the Massachusetts LLC and also as a member in the Rhode Island LLC.

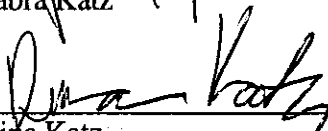
MEMBERS:



Raanan Katz


David Katz


Phyllis Katz


Sabra Katz


Dina Katz


Daniel Katz

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ID Number: 98146



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FICTITIOUS BUSINESS NAME STATEMENT
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1, 7-16-9 or 7-13-2 of the General Laws, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby submits the following statement for authority to transact business in the State of Rhode Island under a fictitious business name:

- The legal name of the applicant business corporation, limited liability company or limited partnership is:
Middletown Associates, LLC
- The fictitious business name to be used is R.K. Middletown, LLC
- The state or territory under the laws of which it is incorporated, organized or formed is Massachusetts
- The date of incorporation, organization or formation is November 13, 1997
- If a business corporation, the address of its registered office within Rhode Island is 199 Connell Highway,
Newport, RI 02840
- If a business corporation, the business in which it is engaged Purchase, sell, lease, hold, manage
and develop real estate.
- Applicant is otherwise authorized to do business in the State of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Dated December 10, 19 97

Middletown Associates, LLC
(Name of Applicant Corporation, Limited Liability Company or Limited Partnership)

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cc # 63
By 145693

By Sabra Katz 1997
(Signature of Officer for the Corporation) (Title)

or
By Sabra Katz, Manager
(Authorized Person for the Limited Liability Company)

or
By [Signature]
(Authorized Person for the Limited Partnership)

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CORPORATIONS DIVISION

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

**APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)**

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Middletown Associates, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

R.K. Middletown, LLC

3. The limited liability company is organized under the laws of Massachusetts

4. The date of its organization is November 13, 1997

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is 199 Connell Highway

(Street Address, not P.O. Box)

Newport, RI 02840 and the name of the resident agent at such address
(City/Town) (Zip Code)

is Harry Karanikolas, Inc., d/b/a Harry's Liquor Store

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

181 Wells Avenue, Newton, Massachusetts 02159

9. The mailing address for the limited liability company is:

c/o R.K. Associates, 181 Wells Avenue, Newton, Massachusetts 02159

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10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

Manager	Address
<u>Raanan Katz</u>	<u>c/o R.K. Associates, 181 Wells Avenue</u> <u>Newton, Massachusetts 02159</u>
<u>Sabra Katz</u>	<u>c/o R.K. Associates, 181 Wells Avenue</u> <u>Newton, Massachusetts 02159</u>
<u>David Katz</u>	<u>c/o R.K. Associates, 181 Wells Avenue</u> <u>Newton, Massachusetts 02159</u>

12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration and that all statements contained herein are true and correct.

MIDDLETOWN ASSOCIATES, LLC

(Exact name of Limited Liability Company making application)

*By 

Its Manager

* To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.