

Filing fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

TTESANAM CORPORATION (to be known as MANASETT CORPORATION)

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

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

<u>Name of Corporation</u>	<u>State</u>
TTESANAM CORPORATION	Rhode Island 80709.
MANASETT CORPORATION	Delaware 23272

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is TTESANAM CORPORATION
(to be known as MANASETT CORPORATION upon such merger)
and it is to be governed by the laws of the State of Rhode Island

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

See Exhibit annexed hereto and made a part hereof.

RECEIVED
SECRETARY OF STATE
SEP 6 9 38 AM '94

FILED
SEP 06 1994
BY 11659128420

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Ttesanam Corporation	500	None	
Manasett Corporation	5000	None	

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>		
			<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Ttesanam Corporation	500	0	None		
Manasett Corporation	5000	0	None		

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 undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation 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 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.

Dated *September 6*, 19 94

Ttesanam Corporation
By *Paul W. Whyte*
Its President
and *Lorraine A. Nunez*
Its Secretary

Manasett Corporation
By *Paul W. Whyte*
Its President
and *Lorraine A. Nunez*
Its Secretary

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the *6th* day of *September* 19 94, before me personally appeared *Paul W. Whyte*, who being by me first duly sworn, declared that he is the President of Ttesanam Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Lorraine A. Nunez
Notary Public

(NOTARIAL SEAL)

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said County on the *6th* day of *September* 19 94, before me personally appeared *Paul W. Whyte*, who being by me first duly sworn, declared that he is the President of Manasett Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Lorraine A. Nunez
Notary Public
Lorraine A. Nunez
Notary Public

(NOTARIAL SEAL)

PLAN AND AGREEMENT OF MERGER

MANASETT CORPORATION into TTESANAM CORPORATION

This Plan and Agreement of Merger (hereinafter called "Plan of Merger"), is entered into as of the 6th day of September, 1994 by and between TTESANAM CORPORATION, a Rhode Island corporation (hereinafter "Survivor") and MANASETT CORPORATION, a Delaware corporation (hereinafter "Absorbed").

WHEREAS, the Directors and stockholders of Absorbed and Survivor deem it advisable that Absorbed be merged into Survivor as authorized by the provisions of Title 8, Chapter 1, Subchapter IX, Section 252 of the Delaware Code (hereinafter "Delaware Law") and the provisions of Title 7, Chapter 1.1, Section 70 of the General Laws of Rhode Island (1956), as amended (hereinafter "Rhode Island Law"); and

WHEREAS, Survivor by its Articles of Incorporation which were filed in the office of the Secretary of State of Rhode Island on August 4, 1994, as amended, has an authorized capital stock consisting of 4,000 shares of common stock, no par value, of which 500 shares are issued and outstanding;

WHEREAS, Absorbed by its Articles of Incorporation which were filed in the office of the Secretary of State, State of Delaware on July 25, 1968 has an authorized capital stock consisting of 300,000 shares of common stock, \$1.00 par value each, of which 5000 shares are issued and outstanding;

NOW, THEREFORE, in accordance with Rhode Island Law and Delaware Law, Absorbed shall be merged into Survivor as follows:

FIRST: As of October 1, 1994 ("Effective Time"), Absorbed shall be merged into Survivor such that Survivor shall be the surviving corporation.

SECOND: The manner of converting the outstanding shares of the capital stock of Absorbed into shares or other securities or obligations of the surviving corporation or any other corporation, or in whole or in part, into cash or other consideration to be paid upon the surrender of each share of Absorbed shall be as follows: as of the Effective Time, each issued and outstanding share of common stock of Absorbed shall be cancelled and retired and no new shares of common stock or other securities of Survivor shall be issuable with respect thereto;

THIRD: As of the Effective Time, the name of Survivor shall be changed to MANASSETT CORPORATION.

FOURTH: The terms and conditions of the merger provided for herein are as follows:

A. Until altered, amended or repealed, as therein provided, the Articles of Incorporation of Survivor shall be the Articles of Incorporation of the surviving corporation with no changes and the bylaws of Survivor as in effect at the date of the execution of this Plan of Merger shall be the bylaws of the surviving corporation.

B. The first annual meeting of the stockholders of Survivor held after the Effective Time shall be the annual meeting provided by the bylaws thereof for the year 1995.

C. The officers of Survivor, after the Effective Time, shall be those presently in office.

D. Survivor shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing this merger.

E. This Plan of Merger shall become effective as of the Effective Time, as of which time the separate existence of Absorbed shall cease and Absorbed shall be merged into Survivor in accordance with the provisions of this Plan of Merger, whereupon Survivor shall possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of Absorbed; and all property, real, personal and mixed and all debts due to Absorbed, on whatever account, and all other things in action, and all and every other interest of or belonging to Absorbed, shall be vested in Survivor; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of Survivor as it was of Absorbed; and the title to any real estate vested by deed or otherwise in Absorbed shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Absorbed shall be preserved unimpaired and all debts, liabilities and duties of Absorbed shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it and, provided further, that the liabilities of Absorbed or of its shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with Absorbed be impaired by such a merger and any claim, action or proceeding pending by or against Absorbed may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place.

F. Survivor may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Absorbed as well as for enforcement of any obligation of Survivor

arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 127 Dorrance Street, Providence, Rhode Island 02903 until Survivor shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by certified or registered mail to Survivor at the above address.

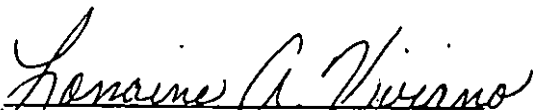
FIFTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of Absorbed, acquired or to be acquired by this Plan of Merger, the proper officers of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise and to do all things necessary and proper in the name of Absorbed so as to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger.

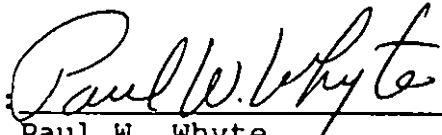
SIXTH: Survivor reserves the right to amend, alter, change or repeal any provisions of its Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Rhode Island.

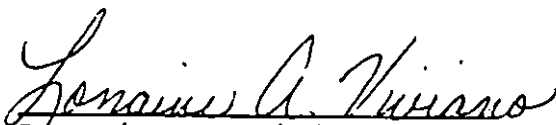
IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed by the duly authorized officers of Survivor and Absorbed as of the day and year first above written.

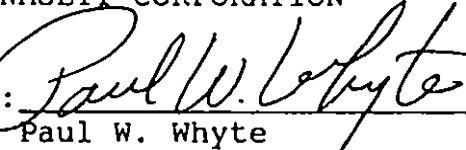
Attest:

TTESANAM CORPORATION


Lorraine A. Viviano
Secretary

By: 
Paul W. Whyte
President


Lorraine A. Viviano
Secretary

MANASETT CORPORATION
By: 
Paul W. Whyte
President

Filing fee: \$50.00

FILED

SEP 06 1994

BY 1659128421

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF
MANSETT CORPORATION**

SEP 06 09 49 AM '94
RECORDED
STATE OF RHODE ISLAND

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is MANSETT CORPORATION

SECOND: It is incorporated under the laws of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is 127 Dorrance Street, Providence, RI 02903

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
300,000	common	n/a	\$1.00 per share

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
5,000	common	n/a	\$1.00 per share

NINTH: The amount of its stated capital as of this date is \$ N/A

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated September 6, 19 94

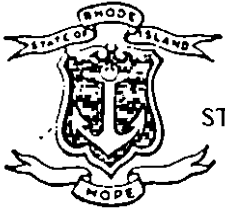
Manasett Corporation
By *Paul W Whyte*
Its President
and *Louanna A. Whyte*
Its Secretary

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on the 6th day of
September, 19 94, before me personally appeared
Paul W. Whyte, who being by me first duly sworn, declared that he is the
President of Manasett Corporation,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Norman Jay Baotow
Notary Public
NORMAN JAY BAOTOW



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FAX (401) 277-6006

September 2, 1994

TO WHOM IT MAY CONCERN:

Re: MANSETT CORPORATION

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
Chief Revenue Agent
Corporations