

Filing fee: \$20.00

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

THE BEACONSIDE GROUP, INCORPORATED
(a Massachusetts 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>
THE BEACONSIDE GROUP, INCORPORATED	Rhode Island
THE BEACONSIDE GROUP, INCORPORATED	Massachusetts

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

THIRD: The name of the surviving corporation is THE BEACONSIDE GROUP,
INCORPORATED
and it is to be governed by the laws of the State of Massachusetts

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 attached Plan of Merger

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>
THE BEACONSIDE GROUP, INCORPORATED	30	Common	30
THE BEACONSIDE GROUP, INCORPORATED	30	Common	30

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>Number of Shares</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>
THE BEACONSIDE GROUP, INCORPORATED	30	-	Common	30	-
THE BEACONSIDE GROUP, INCORPORATED	30	-	Common	30	-

AGREEMENT AND PLAN OF MERGER made and entered into on the date hereinafter set forth by and between THE BEACONSIDE GROUP, INCORPORATED ("Rhode Island"), a business corporation of the State of Rhode Island, as approved by vote of the Board of Directors on said date, and THE BEACONSIDE GROUP, INCORPORATED ("Massachusetts"), a business corporation of the Commonwealth of Massachusetts, as approved by vote of its Board of Directors on said date.

WHEREAS, Rhode Island and Massachusetts and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Rhode Island with and into Massachusetts pursuant to the provisions of the laws of the State of Rhode Island and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon for submission to the stockholders of Massachusetts, as required by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts and for the adoption thereof in accordance with the provisions of the laws of the jurisdiction of organization of Rhode Island.

1. Rhode Island and Massachusetts shall, pursuant to the provisions of the laws of the jurisdiction of organization of Rhode Island and the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, be merged with and into a single corporation, to wit, Massachusetts, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts. The separate existence of Rhode Island, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date of the merger in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The purposes of the surviving corporation shall be those contained in the Articles of Organization of said surviving corporation upon the effective date of the merger.

3. The total number of shares which the surviving corporation is presently authorized to issue is 100 shares, all of which are of one class, and all of which are without par value; and the total number of shares which the surviving corporation shall be authorized to issue upon the effective date of the merger is 100 shares, all of which are of one class, and all of which are without par value.

4. The Articles of Organization of the surviving corporation shall be the Articles of Organization of said surviving corporation, and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

5. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

6. The persons holding the offices of directors, of President, of Treasurer, and of Clerk, respectively, of the surviving corporation upon the effective date of the merger shall constitute the initial Board of Directors and the initial President, the initial Treasurer, and the initial Clerk of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation; and each person holding any other office of the surviving corporation upon said effective date shall continue to hold his office in like manner.

7. Each issued share of the terminating corporation shall, upon the effective date of the merger, be cancelled and extinguished, and no shares of the surviving corporation shall be issued in exchange therefor. The 30 issued shares of the surviving corporation shall not be converted shall not be converted in any manner nor be entitled to the payment or delivery of any consideration in exchange therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. The effective date of the merger shall be the date of filing Articles of Merger in the office of the State Secretary of the Commonwealth of Massachusetts.

9. The Agreement of Merger herein made, entered into, and approved shall be submitted for adoption on behalf of the terminating corporation in such manner as the laws of the jurisdiction of its organization may prescribe and shall be submitted to the stockholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

10. In the event that the Agreement of Merger shall have been adopted on behalf of the terminating corporation in accordance with the laws of the jurisdiction of its organization and shall have been adopted on behalf of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, the terminating corporation and the surviving corporation do hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Rhode Island and of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts within said State and with the said Commonwealth and elsewhere to effectuate the merger herein provided for.

11. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to effectuate the merger and to carry out or put into effect any of the provisions of the Agreement of Merger.

IN WITNESS WHEREOF, this Agreement of Merger is signed by and on behalf of the terminating corporation and of the surviving corporation on the date hereinafter set forth.

Dated: May 22nd 1984

THE BEACONSIDE GROUP, INCORPORATED
(a Rhode Island corporation)

By [Signature]
Its President

[Signature]
Its Treasurer

[corporate seal]

Dated: May 22nd, 1984

THE BEACONSIDE GROUP, INCORPORATED
(a Massachusetts corporation)

By [Signature]
Its President

[Signature]
Its Treasurer

[corporate seal]

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 *May 22nd*, 19 84

THE BEACONSIDE GROUP, INCORPORATED
(a Rhode Island corporation)

By *[Signature]*
Its President

and *EMX Elinor M. Young*
Its Secretary

THE BEACONSIDE GROUP, INCORPORATED
(a Massachusetts corporation)

By *[Signature]*
Its President

and *EMX Elinor M. Young*
Its Secretary
Clerk

STATE OF MASSACHUSETTS }
COUNTY OF SUFFOLK } Sc.

At Boston in said County on the *22nd* day
of *May* 1984, before me personally appeared
Maurice H. Saval, who being by me first duly sworn, declared that he
is the President of THE BEACONSIDE GROUP, INCORPORATED*
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

*a Rhode Island corporation

Nina Antiqua-Reich
Com. Exp. 4/26/85 Notary Public

(NOTARIAL SEAL)

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