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Filing fee: \$20.00

State of Rhode Island and Providence Plantations

ARTICLES OF CONSOLIDATION  
OF DOMESTIC CORPORATIONS  
INTO

P. E. I. INDUSTRIES, INC.

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Consolidation for the purpose of consolidating them into a new corporation:

FIRST: The following Plan of Consolidation was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Consolidation)

Fred W. Morse Company, and FOOD ENGINEERING INCORPORATED, both Rhode Island corporations, propose to consolidate into a new Rhode Island corporation, F. E. I. INDUSTRIES, INC.

The consolidation will be effected by means of a statutory consolidation in accordance with Title 7, Chapter 1.1 of the Rhode Island General Laws, 1956, as amended. Each of the present corporations will be extinguished by being merged into the new corporation.

Fred W. Morse Company owns substantial tangible assets, including considerable inventory, and FOOD ENGINEERING INCORPORATED owns a valuable product line. Fred W. Morse Company has authorized for issuance 50,000 shares of common stock out of which 250 shares are issued and outstanding. FOOD ENGINEERING INCORPORATED has authorized for issuance 800,000 shares of common stock, out of which 53,333 are issued and outstanding.

All of the issued and outstanding stock of Fred W. Morse Company will be exchanged for 70,000 shares of F. E. I. INDUSTRIES, INC., and all of the issued and outstanding stock of FOOD ENGINEERING INCORPORATED will be exchanged for 30,000 shares of F. E. I. INDUSTRIES, INC.

The new corporation will assume and be liable for the obligations of Fred W. Morse Company and FOOD ENGINEERING INCORPORATED to George E. Butler, Jr., as set out in the certain note and security agreement, dated December 29 and 30, 1969, respectively, and perfected by the financing statement subsequently filed in the Office of the Secretary of State, State House, Providence, Rhode Island.

F. E. I. INDUSTRIES, INC., the new corporation, is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended. Its period of duration is perpetual, and it is organized for the purpose of engaging in the general business of designing, processing, buying, selling and leasing, manufacturing, financing and otherwise dealing in any and all manner of products, equipment or goods of every kind and nature; and otherwise dealing in any and all methods, procedures, materials or things related thereto, connected therewith or which can be conveniently conducted in connection therewith or by virtue thereof. The corporation shall have authority to issue 800,000 shares of 10 cents par value common stock only.

No stockholder shall sell or dispose of any of his shares of the common stock of the corporation without first offering the same to the corporation in writing for a period of fifteen (15) days at the lowest price at which he is willing to sell; and if the corporation shall not within fifteen (15) days after receiving from such stockholder such written notice, tender to the stockholders the purchase price of such stock, the stockholders shall be at liberty to sell such stock within a further period of fifteen (15) days to any other person at a price not less than the price offered to the corporation. This provision shall be binding upon each stockholder, his heirs, executors and assigns.

The right of a stockholder to transfer any of his shares to a pledgee as collateral security shall not be restricted, but the provisions of this paragraph shall apply to any transfer or sale by the pledgee in satisfaction of the pledge.

The address of the initial registered office of the corporation is 10 Dorrance Street, Providence, Rhode Island 02903 and Grafton H. Willey, III, of that address is its initial registered agent. The names and addresses of the incorporators, officers and initial directors of the corporation are:

Grafton H. Willey, III	10 Dorrance Street, Providence, R. I.
President and Secretary;	
Edward D. Feldstein	10 Dorrance Street, Providence, R. I.
Vice-President and Treasurer	

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), 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:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Fred W. Morse Company	250	Common	250
FOOD ENGINEERING INCORPORATED	53,333	Common	53,333

THIRD: 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:

Name of Corporation	Number of Shares			
	Total Voted For	Total Voted Against	Entitled to Vote as a Class	
			Class	Voted For / Voted Against
Fred W. Morse Company	250	0	Common	250 / 0
FOOD ENGINEERING INCORPORATED	53,333	0	Common	53,333 / 0

FOURTH: Time Consolidation to become effective (§ 7-1.1-69) upon filing

Dated July , 1970

Fred W. Morse Company

By *George E. Butler*  
George E. Butler, President

and *Grafton H. Killey*  
Grafton H. Killey, Secretary

FOOD ENGINEERING INCORPORATED

By *George E. Butler*  
George E. Butler, President

and *Grafton H. Killey*  
Grafton H. Killey, Secretary

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on the 20th day  
of July 1970, before me personally appeared  
George E. Butler, Jr., who being by me first duly sworn, declared that he is  
the President of Fred W. Morse Company and FOOD  
ENGINEERING INCORPORATED  
that he signed the foregoing document as such President of the  
corporation and that the statements therein contained are true.

*Christine Bishop*  
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on the 20th day  
of July 1970, before me personally appeared  
Grafton H. Willey, III, who being by me first duly sworn, declared that he is  
the Secretary of Fred W. Morse Company and FOOD  
ENGINEERING INCORPORATED  
that he signed the foregoing document as such Secretary of the  
corporation and that the statements therein contained are true.

*Christine Bishop*  
Notary Public

(NOTARIAL SEAL)

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