

P96000095066

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May 31, 2001

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Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Re: Merger of Range Guard Industries, Inc. (a Florida corporation)
into Range Guard Industries, Inc. (a Massachusetts corporation)

Ladies and Gentlemen:

Enclosed for filing with your office are the following documents in connection with the merger of Range Guard Industries, Inc., a Florida corporation, into Range Guard Industries, Inc., a Massachusetts corporation and the survivor of the merger:

1. One (1) executed original and one (1) exact conformed copy of the Articles of Merger attached to which is an executed original of the Agreement and Plan of Merger.
2. Check for \$70.00 in payment of the filing fee.

Should you have any questions or require anything further, please contact us. Thank you for your cooperation and assistance in this matter.

Very truly yours,

Paul M. Maleck

Merger
6-13-01
PMS

FILED
01 JUN -5 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

lkm

Enclosures

cc: Joan Bessette

ARTICLES OF MERGER
Merger Sheet

MERGING:

RANGE GUARD INDUSTRIES, INC., a Florida corporation, P96000095066

INTO

RANGE GUARD INDUSTRIES, INC., a Massachusetts entity not qualified in
Florida.

File date: June 5, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Range Guard Industries, Inc.</u>	<u>Massachusetts</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Range Guard Industries, Inc.</u>	<u>Florida</u>
<u>Range Guard Industries, Inc.</u>	<u>Massachusetts</u>
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

~~OR: xxxxxxxxxxxxxxxxxxxxxxxxxx (Enter a specific date. NO DATE CAN BE ENTERED IF THE DATE OF THE MERGER IS TO BE DETERMINED BY THE COURT OR BY THE SHAREHOLDERS OF THE SURVIVING CORPORATION.)~~
~~DATE: 00 day 00 month 00 year~~

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 25, 2001

~~The Plan of Merger was adopted by the board of directors of the surviving corporation and~~
~~shareholder approval was not required.~~

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 25, 2001

~~The Plan of Merger was adopted by the board of directors of the merging corporation(s) and~~
~~shareholder approval was not required.~~

(Attach additional sheets if necessary)

FILED
01 JUN -5 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

RANGE GUARD
INDUSTRIES, INC.

Joan Burdett

Joan Bessette, President

RANGE GUARD
INDUSTRIES, INC.

Dean Buswell

Joan Bessette, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of this day of May 2001, (hereinafter referred to as the Agreement) by and between RANGE GUARD INDUSTRIES, INC., a corporation duly organized under the laws of the **State of Florida**, with its principal place of business at 3360 NW 22 PL, Coconut Creek, FL 33066 (hereinafter referred to as "RANGE GUARD-FL") and RANGE GUARD INDUSTRIES INC., a corporation duly organized and existing under the laws of the **Commonwealth of Massachusetts**, having a principal place of business at 21 Channel Drive, Agawam, MA 01001(hereinafter referred to as "RANGE GUARD-MA"), RANGE GUARD-FL and RANGE GUARD-MA are hereinafter collectively referred to as the "Constituent Corporations".

PRELIMINARY STATEMENT

The sole Stockholder and sole Director of each of the Constituent Corporations deems it advisable and generally to the advantage and welfare of RANGE GUARD-FL and RANGE GUARD-MA that the Constituent Corporations merge under and pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code; Massachusetts General Laws, Chapter 156B, Section 79, and the Florida Business Corporation Code; and by resolution, duly adopted as of May 1, 2001, by unanimous written consent of the respective Board of Directors of RANGE GUARD-MA and RANGE GUARD-FL, each of the Constituent Corporations has approved such merger.

AGREEMENT AND PLAN OF MERGER

Page 2 of 4

In furtherance of the foregoing and in consideration of the mutual agreements herein contained, it is hereby agreed that the merger contemplated herein shall be effective upon the execution of this Agreement and RANGE GUARD-FL shall be merged into RANGE GUARD-MA, which shall be the surviving corporation, in accordance with the following:

ARTICLE I

1. As used herein, the term "Effective Date of the Merger" shall be upon the completion of the filing with the Secretary of State of the State of the Commonwealth of Massachusetts of Articles of Merger as prescribed by the Massachusetts General Chapter 156B, Section 79, and the filing of Articles of Merger with the Florida Department of State.
2. RANGE GUARD-FL and RANGE GUARD-MA agree that RANGE GUARD-FL shall be merged into RANGE GUARD-MA unless such merger is abandoned prior to the Effective Date of the Merger or such other date as defined below.
3. Except as specifically set forth herein, the corporate existence of RANGE GUARD-MA, with all its purposes, powers and privileges shall continue unaffected and unimpaired by this merger. The corporate entity and existence, with all the purposes, powers and privileges of RANGE GUARD-FL shall be merged into RANGE GUARD-MA as the corporation surviving the merger.
4. The separate corporate existence and organization of RANGE GUARD-FL shall be deemed to cease upon the Effective Date of the Merger as herein provided and thereupon RANGE GUARD-MA and RANGE GUARD-FL shall be a single corporation.

ARTICLE II

1. RANGE GUARD-MA is authorized to issue 100 shares of common stock, having no par value, all 100 shares of which are currently issued and outstanding; and the total number of authorized shares that may be issued by RANGE GUARD-MA after the Effective Date of the Merger shall remain 100 shares of common stock, having no par value.
2. RANGE GUARD-FL is authorized to issue 100 shares of common stock, having no par value. All of the issued and outstanding shares of stock of RANGE GUARD-FL, are owned by the owner of all of the issued and outstanding shares of stock of RANGE GUARD-MA.
3. As of the Effective Date of the Merger, each issued and outstanding share of common stock of RANGE GUARD-FL shall be canceled and no shares of RANGE GUARD-MA are to be issued in exchange therefor.

AGREEMENT AND PLAN OF MERGER

Page 3 of 4

4. The assets of RANGE GUARD-FL shall be reported in the accounts of RANGE GUARD-MA at their book value as of the Effective Date of the Merger. The aggregate stated capital, capital surplus, and earned surplus of RANGE GUARD-FL and RANGE GUARD-MA shall be, respectively, the stated capital, capital surplus, and earned surplus of RANGE GUARD-MA.

ARTICLE III

1. The provisions set forth in the Articles of Organization of RANGE GUARD-MA, the surviving corporation, shall be the same as they existed prior to the Effective Date of the Merger and shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the Commonwealth of Massachusetts.

2. The purposes of RANGE GUARD-MA, the surviving corporation, shall be those of RANGE GUARD-MA as they existed prior to the Effective Date of the Merger.

3. The by-laws of RANGE GUARD-MA, the surviving corporation, shall be those of RANGE GUARD-MA as they existed prior to the Effective Date of Merger.

4. The principal office of RANGE GUARD-MA, the surviving corporation, shall remain 21 Channel Drive, Agawam, MA 01001.

5. The fiscal year of the RANGE GUARD-MA, the surviving corporation, shall end on the last day of December of each year.

6. The officers of the RANGE GUARD-MA, the surviving corporation, following the Effective Date of the Merger shall remain the same and such officers shall be as follows:

<u>Title</u>	<u>Name</u>	<u>Residence Address</u>	<u>Mailing Address</u>
President, Treasurer & Clerk:	Joan Bessette	21 Channel Drive Agawam, MA 01001	Same

7. The Board of Directors of RANGE GUARD-MA, the surviving corporation shall consist of one (1) member. The sole member of the Board of Directors of RANGE GUARD-MA following the Effective Date of the Merger shall hold office until his successor may be duly elected and qualified. The sole Director is as follows:

<u>Name</u>	<u>Residence Address</u>	<u>Mailing Address</u>
Joan Bessette	21 Channel Drive Agawam, MA 01001	Same

AGREEMENT AND PLAN OF MERGER

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8. The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of the Constituent Corporations at any time prior to the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts

IN WITNESS WHEREOF, this agreement has been executed as a sealed instrument by the President and Secretary and President and Clerk of each of the respective corporate parties hereto as of the day and year first above written.

RANGE GUARD INDUSTRIES, INC. (FL)

By: Joan Bessette
Joan Bessette, President & Secretary

RANGE GUARD INDUSTRIES INC. (MA)

By: Joan Bessette
Joan Bessette, President & Clerk