



THE UNITED STATES
CORPORATION
C O M P A N Y

P96000099654

ACCOUNT NO. : 072100000032

REFERENCE : 986147 . 4802694

AUTHORIZATION :

COST LIMIT :

Patricia Pysick

ORDER DATE : October 6, 1998

ORDER TIME : 1:54 PM

700002658557--3

ORDER NO. : 986147-005

CUSTOMER NO: 4802694

CUSTOMER: Ms. Donna Pheland
Edwards & Angell
One Bankboston Plaza

Providence, RI 02903

ARTICLES OF MERGER

QUICK & REILLY TARA
CORPORATION

INTO

TARA ACQUISITION CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

See 10/8

RECEIVED
98 OCT +7 PM 4:11
DIVISION OF CORPORATION

FILED
98 OCT -7 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUICK & REILLY TARA CORPORATION, a Florida corporation, P96000099654

INTO

TARA ACQUISITION CORPORATION, a Rhode Island corporation not qualified
in Florida.

File date: October 7, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
QUICK & REILLY TARA CORPORATION
(a Florida corporation)

AND

TARA ACQUISITION CORPORATION
(a Rhode Island corporation)

FILED
98 OCT -7 PM 4: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

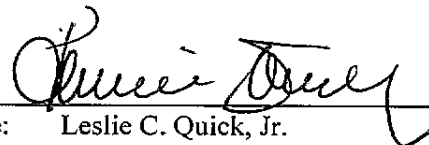
1. Annexed hereto and made a part hereof is the Plan of Merger for merging Quick & Reilly Tara Corporation with and into Tara Acquisition Corporation.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of Quick & Reilly Tara Corporation approved and adopted the Plan of Merger by written consent on May 14, 1998.

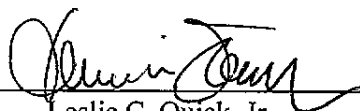
3. The merger of Quick & Reilly Tara Corporation with and into Tara Acquisition Corporation is permitted by the laws of the jurisdiction of organization of Rhode Island and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Tara Acquisition Corporation was May 14, 1998.

Executed on July 10, 1998.

QUICK & REILLY TARA CORPORATION

By: 
Name: Leslie C. Quick, Jr.
Capacity: President

TARA ACQUISITION CORPORATION

By: 
Name: Leslie C. Quick, Jr.
Capacity: Vice President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of the 14th day of May, 1998, provides for and establishes the terms under which QUICK & REILLY TARA CORPORATION, a Florida corporation, (hereinafter referred to as the "Merged Corporation"), will merge with and into TARA ACQUISITION CORPORATION, a Rhode Island corporation, (hereinafter referred to as the "Surviving Corporation") (together the Merged Corporation and the Surviving Corporation are collectively referred to herein as the "Constituent Corporations").

WITNESSETH

WHEREAS, the issued and outstanding capital stock of the Surviving Corporation consists of 1,000 shares of Common Stock, \$.01 par value per share (the "Surviving Corporation Stock"), each of which is entitled to one vote on the Merger (as defined below); and

WHEREAS, the issued and outstanding capital stock of the Merged Corporation consists of 1,000 shares of Common Stock, \$.001 par value per share (the "Merged Corporation Stock"), each of which is entitled to one vote on the Merger (as defined below).

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Merger. (a) Subject to the terms and conditions of this Agreement and Plan of Merger, at the Effective Time (as defined herein) the Merged Corporation shall be merged with and into the Surviving Corporation (the "Merger"), which shall be the Surviving Corporation in the Merger.

(b) As soon as practicable, the Constituent Corporations shall file (or cause to be filed), pursuant to §607.1101 of the Florida Business Corporation Act, Articles of Merger with the Secretary of State of the State of Florida.

(c) As soon as practicable, the Constituent Corporations shall file (or cause to be filed), pursuant to §7-1.1-70 of the Rhode Island General Laws, 1956, as amended, Articles of Merger with the Secretary of State of the State of Rhode Island.

(d) The name of the Surviving Corporation shall be changed upon the Effective Date of the Merger to Quick & Reilly Tara Corporation.

SECTION 2. *Effective Time of the Merger.* The Merger shall become effective at the time specified in the Articles of Merger to be filed with the Secretary of State of Rhode Island (the "Articles of Merger"). The time set forth in the Articles of Merger is herein referred to as the "Effective Time of the Merger."

SECTION 3. *Terms and Conditions of the Proposed Merger.* At the Effective Time of the Merger, the separate corporate existence of the Merged Corporation shall cease and the Merged Corporation shall be merged with and into the Surviving Corporation. The Surviving Corporation shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the Merger.

SECTION 4. *Surviving Corporation Stock; Payment for Shares of Merged Corporation Stock.*

(a) Each share of the Surviving Corporation Stock issued and outstanding immediately prior to the Merger shall remain issued and outstanding following the Effective Time of the Merger.

(b) Each share of the Merged Corporation Stock issued and outstanding immediately prior to the Merger shall be canceled and retired at the Effective Time of the Merger without any further action.

SECTION 5. *Certificate of Incorporation; Name of Surviving Corporation.* The Certificate of Incorporation of the Surviving Corporation as of the Effective Time of the Merger shall continue to be the Certificate of Incorporation of the Surviving Corporation, until further amended and changed pursuant to the provisions of the General Laws of Rhode Island, 1956, as amended, following the Effective Time of the Merger, subject to the provisions of Section 1 (d) changing the name of the Surviving Corporation.

SECTION 6. *By-Laws of Surviving Corporation.* The By-Laws of the Surviving Corporation as of the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation following the Effective Time of the Merger.


SECTION 7. *Directors and Officers.* The Directors and Officers of the Surviving Corporation as of the Effective Time of the Merger shall continue to be the Directors and Officers of the Surviving Corporation following the Effective Time of the Merger, until their successors are duly elected and qualified. The Officers of the Merged Corporation as of the Effective Time of the Merger shall become Officers of the Surviving Corporation following the Effective Time of the Merger with their current titles, until their successors are duly elected and qualified.

SECTION 8. Office of Surviving Corporation. The principal office of the Surviving Corporation as of the Effective Time of the Merger shall be the principal office of the Surviving Corporation following the Effective Time of the Merger.


SECTION 9. Execution of Agreement. This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, each of the parties hereto has caused this agreement to be executed by a duly authorized officer as of the date first above written.

QUICK & REILLY TARA CORPORATION

By: 
Title: President
Leslie C. Quick, Jr.

TARA ACQUISITION CORPORATION

By: 
Title: President
Thomas C. Quick