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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FZ&K Holdings Trust

EFFECTIVE DATE

12/31/05

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J. STANLEY DEC 30 2005

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2005 DEC 29 PM 3:39
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
F Z & K Holdings, Inc.	Florida	Profit Corporation

Doc. No. P97000089623

EFFECTIVE DATE

12/31/05

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
F. Z & K Holdings Trust	Massachusetts	Massachusetts Business Trust

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:
December 31, 2005

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

F Z & K Holdings Trust

403 VFW Drive

Rockland, MA 02370

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: 403 VFW Drive





Rockland, MA 02370

Mailing address: 403 VFW Drive

Rockland, MA 02370

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
F. Z & K Holdings Trust		William J. Fitzgerald, Trustee
F. Z & K Holdings Trust		Peter B. Zampine, Trustee
F. Z & K Holdings, Inc.		William J. Fitzgerald, President
F. Z & K Holdings, Inc.		Peter B. Zampine, Treasurer

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
F. Z & K Holdings, Inc.	Florida	Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
F. Z & K Holdings Trust	Massachusetts	Massachusetts Business Trust

THIRD: The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into the ~~rights to acquire~~ the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

A Massachusetts Business Trust is the survivor. The name and business address of each Trustee is as follows:

William J. Fitzgerald, Trustee

F, Z & K Holdings Trust, 403 VFW Drive, Rockland, MA 02370

Peter B. Zampine, Trustee

F, Z & K Holdings, Inc. 403 VFW Drive, Rockland, MA 02370

(Attach additional sheet if necessary)

AGREEMENT & PLAN OF MERGER

OF

F Z & K HOLDINGS, INC.

A Florida Corporation

WITH AND INTO

F Z & K HOLDINGS TRUST

A Massachusetts Business Trust

December 28, 2005

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") dated December 28, 2005, by and between F. Z & K Holdings, Inc., a Florida Corporation ("FZKHI") and F. Z & K Holdings Trust, a Massachusetts Business Trust u/t/d of December 28, 2000 ("FZK-TRUST" or the "Survivor").

WHEREAS, FZKHI is a wholly-owned subsidiary of FZK-TRUST and there are no outstanding rights to acquire the interests, shares, obligations or other securities of FZKHI.

WHEREAS, FZKHI and FZK-TRUST deem it in the best interests of each entity and their respective stockholders that FZKHI merge into FZK-TRUST pursuant to this Merger Agreement, Sections 607.1101 through 607.1109 of Title XXXVI (Business Organizations) of the Florida Statutes and Section 11.04 of the Massachusetts Business Corporation Act (the "Merger"). Upon consummation of the Merger, FZKHI will cease to exist.

WHEREAS, the intent of FZKHI and FZK-TRUST is (i) that this Merger Agreement constitute a plan of reorganization pursuant to the Internal Revenue Code of 1986, as amended (the "Code") and (ii) that this Merger qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Code.

NOW, THEREFORE, FZKHI and FZK-TRUST, each intending to be legally bound hereby and in consideration of the other party joining in the execution and delivery of this Merger Agreement, hereby act and agree as follows:

1. *Merger and Survivor.* On the Effective Date of the Merger (as hereinafter defined), (a) FZKHI shall be merged with and into FZK-TRUST, (b) FZK-TRUST shall be the survivor and in such capacity is hereinafter sometimes referred to as the "Survivor," and, (c) the separate existence of FZKHI shall cease.
2. *Purposes of Survivor.* The purposes of the Survivor shall be the Purpose of the Trust set forth as Article II of the Declaration.

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3. *Capital Structure of the Survivor.* The Survivor is authorized to issue 200,000 shares of common stock, no par value (the "Common Stock").
4. *Conversion of Shares.* On the Effective Date of the Merger, each of the shares of common stock of FZKHI issued and outstanding as of the time immediately prior to the Merger becoming effective, and all rights in respect thereof (including, but not limited to, rights to acquire the interests, shares, obligations or other securities of FZKHI), shall, effective as of the Effective Date of the Merger, by virtue of the Merger be cancelled and no cash, stock or other property shall be delivered in exchange thereof. Thereupon, certificates for shares of common stock of FZKHI shall be cancelled and retired and no transfer of stock certificates shall thereafter be made or recognized. The amount and number of the issued and outstanding shares of common stock of FZK-TRUST owned by William J. Fitzgerald and Peter B. Zampino as of the time immediately prior to the Merger becoming effective shall equal the amount and number of shares of the issued and outstanding shares of common stock of FZK-TRUST issued and outstanding immediately after the Merger.
5. *Articles of Incorporation and By-Laws.* Except as expressly amended hereby, the Articles of Incorporation and By-Laws of FZK-TRUST, as in effect on the effective date of the Merger, shall be the Articles of Incorporation and By-Laws, respectively, of the Survivor.
6. *Officers, Directors and Trustees.* The Trustees of FZK-TRUST shall continue to serve as the Trustees of the Survivor, until their resignation or removal or until their successors have been elected and qualified.
7. *Stockholder Approval.* This Merger Agreement shall be submitted to the stockholders of each of FZKHI and FZK-TRUST at a meeting thereof called for the purpose of considering and acting upon this Merger Agreement.
8. *Effective Date of Merger.* As used herein, the term "Effective Date of the Merger" shall mean December 31, 2005, or, if later, the actual date of filing of Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts and the Secretary of State of the State of Florida.
9. *Articles of Merger.* Following the approval of this Merger Agreement by vote of the holders of two-thirds of the shares of each class of stock of FZKHI and FZK-TRUST outstanding and entitled to vote on the question, (i) Articles of Merger consistent with the terms of this Merger Agreement shall be filed with the Secretary of State of the Commonwealth of Massachusetts pursuant to Chapter 11 and Section 1.20 of the Massachusetts Business Corporation Act and (ii) Articles of Merger consistent with the terms of this Merger Agreement shall be filed with the Secretary of State of the State of Florida pursuant to Sections 607.1101 through 607.1109 of Title XXXVI (Business Organizations) of the Florida Statutes.

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10. *Abandonment.* The Merger contemplated by this Merger Agreement may be abandoned by mutual consent and agreement of FZKHI and FZK-TRUST at any time prior to the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts or Articles of Merger with the Secretary of State of the State of Florida and shall be abandoned if this Merger Agreement has not been approved by the stockholders of FZKHI and FZK-TRUST on or before December 31, 2006.
11. *Tax Consequences.* For federal income tax purposes, this Merger Agreement is intended to constitute an upstream state law merger. FZKHI, a qualified subchapter S subsidiary of FZK-TRUST, is a disregarded entity for tax purposes and will be absorbed into FZK-TRUST upon the Effective Date of the Merger.
12. *Tax Clearance.* The Survivor will be responsible for the payment of all such fees and franchise taxes properly due and owing of both FZK-TRUST and FZKHI.
13. *Effects of the Merger.* As a result of the Merger, all assets of FZKHI, as they exist on the Effective Date of the Merger, shall pass to and vest in FZK-TRUST without any other conveyance, transfer or action on the part of either FZK-TRUST or FZKHI. As a result of the Merger, FZK-TRUST shall be responsible for all of the liabilities of every kind and description of FZKHI existing as of the Effective Date of the Merger.
14. *Further Action.* If, at any time after the Effective Date, any further action is determined by FZK-TRUST to be necessary or desirable to carry out the purposes of this Merger Agreement or to vest the Survivor with full right, title and possession of and to all rights and property of FZKHI, the Trustees of FZK-TRUST shall be fully authorized (in the name of FZKHI and otherwise) to take such action.
15. *Miscellaneous.* This Merger Agreement may be amended at any time by the mutual agreement of the parties hereto. This Merger Agreement may not be amended except by an instrument in writing signed on behalf of the parties hereto. The headings of the sections are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Merger Agreement. This Merger Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Merger Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts applicable to agreements made and to be performed in such jurisdiction, except to the extent federal law may be applicable.

[REMAINDER OF PAGE LEFT BLANK; SIGNATURE PAGE FOLLOWS]

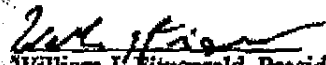
IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed by their duly authorized officers and their corporate seals to be hereunto affixed and attested by their officers thereunto duly authorized, all as of the day and year first above written.

Corporate Seal

By

FZKHI

F Z & K Holdings, Inc.


William J. Fitzgerald, President

By

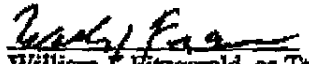

Peter B. Zampine, Treasurer

FZK-TRUST

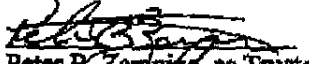
F. Z & K Holdings Trust

Corporate Seal

By


William J. Fitzgerald, as Trustee of F. Z & K Holdings Trust u/t/d of December 28, 2000, and not individually

By


Peter B. Zampine, as Trustee of F. Z & K Holdings Trust u/t/d of December 28, 2000, and not individually

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