

AGREEMENT OF MERGER
OF

MORSE SHOE, INC.
(an Idaho corporation)

WITH AND INTO
MORSE SHOE, INC.
(a Delaware corporation)

AGREEMENT this 10th day of December, 1973
the following-named Idaho corporation(s) with and into
MORSE SHOE, INC., a Delaware corporation.

1. The corporation(x) to be merged into
MORSE SHOE, INC. are the following, having the capitalization
set opposite the name of each.

<u>Name</u>	<u>Capital Stock</u>	
	<u>Authorized</u>	<u>Issued</u>
MORSE SHOE, INC.	25	20

2. The continuing and surviving corporation is
MORSE SHOE, INC., a Delaware having the following authorized
capital and issued shares:

<u>Authorized</u>	<u>Issued</u>
<u>Common stock: 10,000,000 shares</u> \$1.00 par	2,761,992 shares
<u>Preferred stock: 2,000,000 shares</u> \$1.00 par	69,792 shares

No additional shares shall be issued by the contin-
uing and surviving corporation in consequence of the merger
herein provided but the presently issued shares of
MORSE SHOE, INC. shall continue as issued and outstanding
shares of the continuing and surviving corporation.

3. The name of the continuing and surviving corpo-
ration shall be MORSE SHOE, INC.

4. The shares of the retiring and merged
corporation(x), all of which are owned by MORSE SHOE, INC.,
shall not be converted into shares of the continuing and sur-
viving corporation but on the effective date of the merger
shall be cancelled and extinguished. Pursuant to the
Idaho General Corporation Law the assets of the retiring and

merged corporation(*) shall pass by operation of law to MORSE SHOE, INC.

5. The directors of the continuing and surviving corporation shall be eleven in number and their names are as follows:

<u>Name</u>	<u>Address</u>
Louis R. Shindler	42 Landon Road Milton, Massachusetts 02186
Milton Shore	168 Evelyn Road Needham Heights, Mass. 02194
Henry T. Mann	10 Liberty Street Natick, Massachusetts 01760
Barrett S. Wayne	80 Mackintosh Avenue Needham, Massachusetts 02192
Arthur Altschuler	41 Exeter Street West Newton, Massachusetts
E. Morton Jennings, Jr.	14 Jefferson Road Chestnut Hill, Massachusetts
James F. Miller	700 Park Avenue New York, N. Y.
Alfred L. Morse	1010 Memorial Dr., Apt. 8A/B Cambridge, Massachusetts
William B. Morse	63 Pinehurst Road Wellesley, Massachusetts
Ernest J. Sargeant	24 Highgate Street Wellesley, Massachusetts
Peter V. Tishman	1120 Park Avenue New York, N. Y.

6. The officers of the continuing and surviving corporation shall be a President; one or more Vice-Presidents, a Treasurer and Secretary and one or more Assistant Treasurers and Secretaries. Upon the effective date of merger the names of the officers shall be as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Louis R. Shindler	President	42 Landon Road Milton, Mass. 02186
Milton Shore	Executive Vice-President	168 Evelyn Road Needham Heights, Mass.
Henry T. Mann	Treasurer and Senior Vice- President	10 Liberty Street Natick, Mass. 01760
Sanford M. Chorney	Vice-President	34 Freedom Drive Cranston, R.I. 02910
Herbert S. Cohen	Vice-President	347 Russett Road Chestnut Hill, Mass.
Harrison H. Gass	Vice-President	120 Lake Avenue Newton, Mass. 02159
Herbert I. Rosenberg	Vice-President	57 No. Belcher Ave. Brockton, Mass. 02401
Marvin G. Schwartz	Vice-President & Comptroller	59 Sunset Drive Brockton, Mass. 02401
Barrett S. Wayne	Vice-President & Secretary	80 Mackintosh Ave. Needham, Mass. 02192
Selig A. Saltzman	Assistant Secretary	79 Craftsland Road Chestnut Hill, Mass.

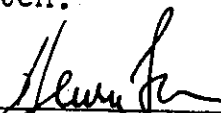
7. MORSE SHOE, INC., the sole stockholder of the retiring and merged corporation(x) waives notice of the proposed merger.

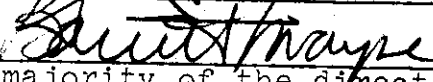
8. The merger herein provided shall have the effect described in Section of the Idaho General Corporation Law.

9. For accounting purposes the merger shall be deemed effective as of the close of business on December 29, 1973.

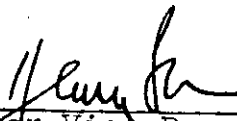
10. Under the law of the State of Delaware, the domicile of the continuing and surviving corporation, no vote of the shareholders of such corporation shall be required for approval of the


IN WITNESS WHEREOF this Agreement is executed as of the day and date last above written.





A majority of the directors of
MORSE SHOE, INC.



Senior ~~Vice~~ President of
MORSE SHOE, INC.


Secretary of MORSE SHOE, INC.

CERTIFICATE OF SECRETARY

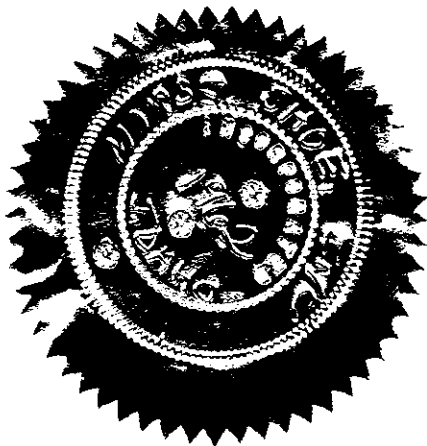
OF

MORSE SHOE, INC.


I, Barrett S. Wayne, Secretary of MORSE SHOE, INC.
do hereby certify that the sole shareholder
of MORSE SHOE, INC. did on December 10, 1973
consent to the merger herein provided having waived
notice of and having dispensed with a meeting of shareholders
and I do hereby declare the foregoing Agreement of Merger
adopted and confirmed.

IN WITNESS WHEREOF, I have hereunto set my hand and
the seal of MORSE SHOE, INC., this 21st day
of December, 1973.


Secretary of MORSE SHOE, INC.




The foregoing Agreement of Merger having been approved by the directors of each of the constituent corporations and having further been approved and adopted by the sole shareholder of the Idaho corporation(x) is executed this 21st day of December, 1973.



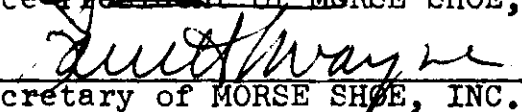
Senior Vice-President of
MORSE SHOE, INC



Secretary of MORSE SHOE, INC.



Vice-President of MORSE SHOE, INC.

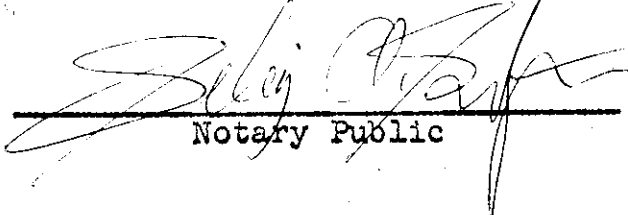


Secretary of MORSE SHOE, INC.

STATE OF MASSACHUSETTS)
) SS.:
COUNTY OF NORFOLK)

Before me, the undersigned, a notary public in and for the County and State aforesaid, on this day personally appeared Henry T. Mann, known to me to be a vice president of MORSE SHOE, INC. (an Idaho corporation), and to me known to be the person who signed the foregoing instrument, and the said Henry T. Mann duly acknowledged to me that he signed the same for and on behalf of the said corporation voluntarily as its free act and deed, and for the purposes therein mentioned.

Given under my hand and seal, this 21st day of December, 1973.

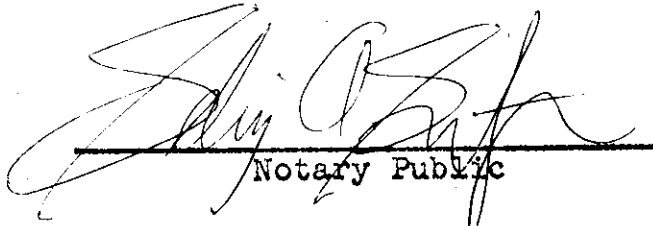


Notary Public

STATE OF MASSACHUSETTS)
) SS.:
COUNTY OF NORFOLK)

Before me, the undersigned, a notary public in and for the County and State aforesaid, on this day personally appeared Henry T. Mann, known to me to be a vice president of MORSE SHOE, INC. (a Delaware corporation), and to me known to be the person who signed the foregoing instrument, and the said Henry T. Mann duly acknowledged to me that he signed the same for and on behalf of the said corporation voluntarily as its free act and deed, and for the purposes therein mentioned.

Given under my hand and seal, this 21st day of December, 1973.



Notary Public