

CERTIFICATE OF MERGER

OF

BANGOR PUNTA OPERATIONS, INC.
(A New York Corporation)

AND

SMITH AND WESSON, INC.
(A Massachusetts Corporation)

INTO

BANGOR PUNTA OPERATIONS, INC.

Under Section 905 Of The Business Corporation Law

* * *

We, the undersigned, DAVID W. WALLACE and RALPH A. DYER, III, being respectively the President and Secretary of BANGOR PUNTA OPERATIONS, INC., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certify as follows:

1. BANGOR PUNTA OPERATIONS, INC., a corporation of the State of New York, originally formed under the name "Punta Alegre Commodities Corporation", owns at least ninety-five percent of the outstanding shares of SMITH AND WESSON, INC., a corporation of the Commonwealth of Massachusetts.

2. The designation and number of outstanding shares of Smith and Wesson, Inc., the Subsidiary Corporation, and the number of such shares owned by Bangor Punta Operations, Inc., the Surviving Corporation, are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned By Survivor</u>
Smith and Wesson, Inc.	282,240 Shares Common Stock	282,166

There is no other class of stock of Smith and Wesson, Inc., outstanding.

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3. The Effective Date of the proposed merger shall be September 30, 1967.

4. (a) The Certificate of Incorporation of the Surviving Company under the name of Punta Alegre Commodities Corporation was filed in the Department of State on the 31st day of March, 1933. The name of the Surviving Corporation was changed to Bangor Punta Operations, Inc. by a Certificate of Amendment to the Certificate of Incorporation filed in the Department of State on December 4, 1964.

(b) Smith and Wesson, Inc. was incorporated under the laws of the Commonwealth of Massachusetts on the 20th day of December, 1922, and no application has been filed by Smith and Wesson, Inc. for authority to do business in the State of New York.

(c) The laws of the State of each constituent foreign corporation permit this type merger.

5. The Surviving Corporation owns at least ninety-five percent of the outstanding shares of the corporation to be merged.

6. The holders of those shares of Smith and Wesson, Inc. not owned by the Surviving Corporation were given a copy of the Plan of Merger on the date set forth below:

<u>Name of Subsidiary</u>	<u>Delivery Date</u>
Smith and Wesson, Inc.	August 25, 1967

7. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate has been signed on the 25th day of September, 1967, and the

statements contained therein are affirmed as true under penalties of perjury.

BANGOR PUNTA OPERATIONS, INC.

By: *David W. Wallace*
David W. Wallace, President

Ralph A. Dyer, III
Ralph A. Dyer, III, Secretary.

State of New York }
DEPARTMENT OF STATE } ss.:

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I CERTIFY That I have compared the preceding copy with the original Certificate of Merger of SMITH AND WESSON, INC. (a Massachusetts corporation) with BANGOR PUNTA OPERATIONS, INC. (a New York corporation),

filed in this department on the 27th day of September, 1967, and that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the City of Albany, this second day of October, one thousand nine hundred sixty-seven.

John P. Lomenzo
Secretary of State