



The Commonwealth of Massachusetts

Office of the Secretary

State House, Boston 33

MAY 23 1966

Kevin H. White
Secretary of the Commonwealth

A true copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Kevin H. White

Secretary of the Commonwealth

Lawrence F. Faller

Deputy Secretary.

The Commonwealth of Massachusetts

KEVIN H. WHITE

Secretary of the Commonwealth

State House Boston, Mass.

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 82

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the meeting of the board of directors at which the merger is voted. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

* * * *

We, NORMAN W. ARON and BERNARD BERNSTEIN ~~President~~ / Vice President*
and Clerk* ~~Assistant Clerk~~ of BERKSHIRE DISTRIBUTORS, INC. ✓
name of corporation

organized under the laws of Massachusetts and herein
called the parent corporation, do hereby certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporations are/~~s~~ as follows:

Name	State of Organization	Date of Organization
Berkshire Villa Park, Incorporated	Connecticut	10/31/60
Berkshire Tampa, Incorporated	Connecticut	10/26/61
Berkshire St. Petersburg, Incorporated	Connecticut	10/26/61
Berkshire Ritchie, Incorporated	Connecticut	3/15/60
Berkshire Merrit, Incorporated	Connecticut	3/27/62
Berkshire Muncie, Incorporated	Connecticut	3/27/62
Berkshire Marion, Incorporated	Connecticut	3/27/62

(List of subsidiaries continued at foot of Page 3).

2. That the parent corporation owns at least ninety per cent of the outstanding shares of each class of the stock of each subsidiary corporation to be merged into the parent corporation.

3. That in the case of each of the above-named corporations the laws of the state of its organization, if other than Massachusetts, permit the merger herein provided for and that all action required under the laws of each such state in connection with this merger has been duly taken. (If all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them, then Paragraph 3 may be deleted.)

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts these articles are to be signed by officers having corresponding powers and duties.

4. That at a meeting of the directors of the parent corporation held on April 20, 1966
~~XX~~....., the following vote pursuant to subsection (a) of General Laws, Chapter 156B, Section 82,
was duly adopted:

WHEREAS, the following wholly owned subsidiaries of Berkshire Distributors, Inc. are corporations organized and existing under the laws of the State of Connecticut; Berkshire Villa Park, Incorporated, Berkshire Tampa, Incorporated, Berkshire St. Petersburg, Incorporated, Berkshire Ritchie, Incorporated, Berkshire Merrit, Incorporated, Berkshire Muncie, Incorporated, Berkshire Marion, Incorporated, Berkshire Lorain, Incorporated, Berkshire Lima, Incorporated, Berkshire Liberty, Incorporated, Berkshire Jacksonville, Incorporated, Berkshire Groton, Incorporated, Berkshire Gainesville, Incorporated, Berkshire Dundalk, Incorporated, Berkshire Ashtabula, Incorporated; and

WHEREAS, Berkshire Normandy, Incorporated, a wholly owned subsidiary of Berkshire Distributors, Inc., is a corporation organized and existing under the laws of the Commonwealth of Massachusetts, and

WHEREAS, Berkshire Distributors, Inc. is a corporation organized and existing under the laws of the Commonwealth of Massachusetts;

~~NOW XXXXXXXXXXXXXXXXXXXX~~

~~RESOLVED, that the following plan of merger be and the same here
be adopted effective at the close of business on January 29, 1966~~

1. The aforesaid corporations, all of which are wholly owned subsidiaries of Berkshire Distributors, Inc., shall be merged with and into Berkshire Distributors, Inc.

2. Said merger shall be effected pursuant to Article 13 of the Connecticut Stock Corporation Act and to the General Laws, Chapter 156B, Section 82 of the Commonwealth of Massachusetts.

3. Certificates of Merger and Articles of Merger shall be executed and filed in accordance with the aforesaid provisions of law and Berkshire Distributors, Inc. shall be the surviving corporation.

4. No increase in the capital stock of the surviving corporation is hereby contemplated. Issued and outstanding shares of the aforesaid wholly owned subsidiary corporations shall not be converted or exchanged but shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

5. The surviving corporation shall succeed to all of the assets and business of said wholly owned subsidiary corporations and shall be responsible for all of their liabilities and obligations.

NOTE: Votes for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets must have a left-hand margin 1 inch wide for binding. Only one side should be used.

5. The effective date of the merger ~~as specified in the state statute under Paragraph 6~~ is
date of filing

~~6. (This Paragraph 6 may be deleted if the parent corporation is organized under the laws of Massachusetts.)~~ The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any subsidiary corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by subsection (e) of General Laws, Chapter 156B, Section 82, so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

IN WITNESS WHEREOF and the penalties of perjury we have hereto signed our names this

10th day of May, 1966

Norman Aron

Vice-
President*

~~Vice-President~~

Israel Brater

Clerk*

~~Assistant Clerk~~

Name	State of Organization	Date of Organization
Berkshire Lorain, Incorporated	Connecticut	10/28/60
Berkshire Lima, Incorporated	Connecticut	10/26/61
Berkshire Liberty, Incorporated	Connecticut	10/28/60
Berkshire Jacksonville, Incorporated	Connecticut	10/08/57
Berkshire Groton, Incorporated	Connecticut	6/04/59
Berkshire Gainesville, Incorporated	Connecticut	6/06/62
Berkshire Dundalk, Incorporated	Connecticut	11/04/59
Berkshire Ashtabula, Incorporated	Connecticut	12/29/60
Berkshire Normandy, Incorporated	Massachusetts	4/22/60

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts these articles are to be signed by officers having corresponding powers and duties.

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8/17/66
RECEIVED

COMMONWEALTH OF MASSACHUSETTS

+ MAY 13 1966 ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
CORPORATION DIVISION
SECRETARY'S OFFICE
(General Laws, Chapter 156B, Section 82)

I hereby approve the within articles of merger of parent and subsidiary corporations and, the
filing fee in the amount of \$ 25.00 having been paid, said articles are deemed to have been
filed with me this 13th day of May, 1966.

Kevin H. White

KEVIN H. WHITE

Secretary of the Commonwealth
State House, Boston, Mass.

24 Copies
10 P.O. Box, Boston