

Filing fee: ^{50.00}~~\$20.00~~



DUPLICATE ORIGINAL OF
ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO
American Insulated Wire Corporation

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)

1. Rhode Island Insulated Wire Co., Inc., a Rhode Island Corporation, (hereinafter called "Subsidiary") the wholly-owned Subsidiary of American Insulated Wire Corporation, a Rhode Island Corporation, (hereinafter called "American") shall be merged into American, which shall be the surviving Corporation.
2. The outstanding shares of stock of Subsidiary consist of 1000 shares of common stock, all of which are owned by American.
3. On the effective date of the Merger of Subsidiary into American, the separate existence of Subsidiary shall cease, the stock of Subsidiary shall be canceled, and American, as the surviving Corporation, shall succeed to all of the properties, rights and other assets and be subject to all of the liabilities of Subsidiary without further action by either Corporation.
4. The officers and directors of Subsidiary as of the effective date of this Merger shall, upon request by American, execute and deliver such documents and take such other action as may be necessary to carry out this Plan of Merger.
5. The effective date of this Merger shall be December 31, 1977.

WAIVER OF NOTICE

The undersigned, being the sole shareholder of Rhode Island Insulated Wire Corporation, a Rhode Island Corporation, hereby waives all notice, whether required by statute or otherwise, of the Plan of Merger approved December 12, 1977 by the Board of Directors of American Insulated Wire Corporation, a Rhode Island Corporation, under which Plan said Rhode Island Insulated Wire Co., Inc., a wholly-owned Subsidiary of American Insulated Wire Corporation, is to be merged into American Insulated Wire Corporation, effective as of December 31, 1977, and the undersigned hereby agrees and consents to the filing with the Rhode Island Secretary of State at any time on or after the date hereof and prior to December 31, 1977 of Articles of Merger to effectuate such Plan.

Dated: December 19, 1977

AMERICAN INSULATED WIRE CORPORATION

By


Ira S. Gaikin

Its President

SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
1000	1000	Common	1000	1000

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on See attached Waiver of Notice, signed by all shareholders of the Subsidiary Corporation.

FOURTH: Time merger to become effective (§7-1.1-69): December 31, 1977

Dated December 19, 19 77.

American Insulated Wire Corporation

By Ira S. Galkin
Its President

and Arnold T. Galkin
Its Secretary

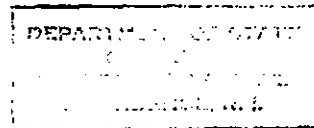
STATE OF RHODE ISLAND }
COUNTY OF Providence } SC.

At Providence in said county on the 19th day of December 19 77, before me personally appeared Arnold T. Galkin, who being by me first duly sworn, declared that he is the Secretary of American Insulated Wire Corporation that he signed the foregoing document as such Secretary of the corporation, and that the statements therein contained are true.

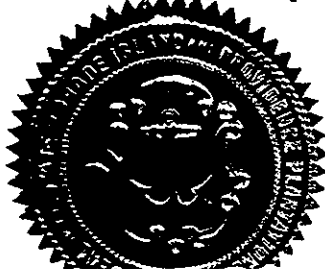
Alfred L. Morrison
Notary Public

**CERTIFICATE OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

American Insulated Wire Corporation



I, ELIZABETH S. HAMILTON, Second Deputy Secretary of State of the State of Rhode Island, hereby certify that duplicate originals of Articles of Merger of RHODE ISLAND INSULATED WIRE CO. INC. and American Insulated Wire Corporation domestic corporations, into American Insulated Wire Corporation, a domestic corporation, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Merger.



Witness my hand and the seal of the State of Rhode Island this 23rd day of December 19 77.

Elizabeth S. Hamilton
Second Deputy Secretary of State

RECEIVED & FILED DEC 23 1977