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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
The Holmes Group, Inc. (M)	Massachusetts 043768914	February 5, 1982 (Ac's dc)
JCS/THG, LLC (S)	Delaware 0094583	June 27, 2005

(3) The foreign corporation or other entity is / is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: JCS/THG, LLC

(5) Jurisdiction under the laws of which the surviving entity will be organized: Delaware

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box
** Provide this information for each domestic corporation separately


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STANDARD FORM NO. 100-108


(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: One Holmes Way, Milford, MA 01757
(number, street, city or town, state, zip code)

Signed by: 
The Holmes Group, Inc. (signature of authorized individual)
 Chairman of the board of directors.
 President,
 Other officer,
 Court-appointed fiduciary.

on this 18TH day of July, 2005

Signed by: 
JCS/THG, LLC (signature of authorized individual)
 Chairman of the board of directors.
 President,
 Other officer,
 Court-appointed fiduciary.

on this 18TH day of July, 2005

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COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$250 having been paid, said articles are deemed to have been filed with me this

day of July 20 05 12:15 at am p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

SECRETARY OF STATE
RECEIVED
JUL 18 11:12:29
CORPORATION DIVISION

KL
Examiner
AAA
Title approval

C
S.A.R.

TO BE FILLED IN BY CORPORATION
Contract Information:

Karen Corinna, Paralegal

Posternak Blankstein & Lund LLP

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