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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
New England Heritage Insurance Agency, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Massachusetts
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: New England Heritage Insurance Agency Group, Inc.
Address: _____
Street Address: 335 Main Street
City: Stoneham State: MA Zip: 02180
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Massachusetts
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 2, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76276345
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andrew J. Ferren, Esq.
Internal Address: _____
Street Address: Goulston & Storrs, P.C.
400 Atlantic Avenue
City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Lisa Perusse Billone *Lisa Perusse Billone* 11-17-2001
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 5

03/05/2002 TDI A Z I 00000235 76276345

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002453 FRAME: 0903

The Commonwealth of Massachusetts

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

OP1
021
052

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 78)

*Consolidation / *merger of

(*) New England Heritage Insurance Agency, Inc.
(S) and Robert F. O'Neil Insurance Agency, Inc.

the constituent corporations, into

Robert F. O'Neil Insurance Agency, Inc.

*Consolidation / *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The *existing / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

3. (For a merger)

**The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

Article I of the Articles of Organization of Robert F. O'Neil Insurance Agency, Inc. shall be amended by changing the name of said corporation to: "New England Heritage Insurance Agency Group, Inc."

C
P
M
R.A.

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*Delete the inapplicable word. **If there are no provisions state "None".
Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

10070a-0000

*Approved by
Denise Johnson Clark
Dad.
6-21-2001*

BS

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

N/A

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.

N/A

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

If there are no provisions state "None".

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4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~existing~~ / *surviving corporation.

(a) The exact address of the ~~existing~~ / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)

477 Main Street, Stoneham, Massachusetts 02180

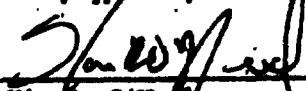
(b) The name, residential address, and post office address of each director and officer of the ~~existing~~ / *surviving corporation is:


NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Kim R. O'Neil	243 South Street Reading, MA 01867	same
Treasurer: Richard M. Donovan	8 Blueberry Hill Dedham, MA 02026	same
Clerk: Joanne M. Anderson	41 Preston Street Wakefield, MA 01880	same
Director: Joseph C. Cioni	108 Crowell Road W. Yarmouth, MA 02673	same
Kim R. O'Neil	same as above	same
George Riccardelli	B25 Colonial Drive Andover, MA 01810	same

(c) The fiscal year (i.e. tax year) of the ~~existing~~ / *surviving corporation shall end on the last day of the month of
March


(d) The name and business address of the resident agent, if any, of the ~~existing~~ / *surviving corporation is: N/A

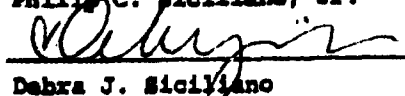
The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~incorporation~~ / *merger has been duly executed on behalf of each corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 72.


_____, President / *President
Kim R. O'Neil


_____, Clerk / *Assistant Clerk
Joanne M. Anderson

of Robert F. O'Neil Insurance Agency, Inc.
(Name of constituent corporation)


_____, President / *President
Philip C. Siciliano, Jr.


_____, Clerk / *Assistant Clerk
Debra J. Siciliano

of New England Heritage Insurance Agency, Inc.
(Name of constituent corporation)

*Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 78)

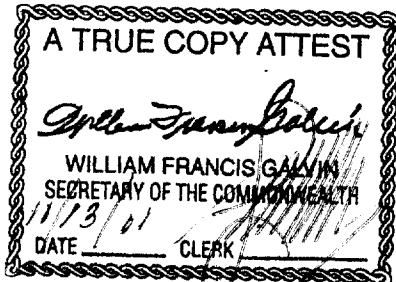
I hereby approve the within Articles of *~~Consolidation~~ / *Merger and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 2nd day of July, 20 01.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



01 JUL -2 PM 2:08
CORPORATION DIVISION
SECRETARY OF THE
COMMONWEALTH

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Kevin J. Handly, Esq.
Goulston & Storrs, P.C.

400 Atlantic Avenue

Boston, MA 02110

Telephone: (617) 482-1776

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