

Agreement of merger dated this 22nd day of November, 1960, by and between ROSS BUILDERS SUPPLIES, INC. (hereinafter referred to as ROSS of South Carolina) and ROSS BUILDERS SUPPLIES, INC. OF DELAWARE (hereinafter referred to as ROSS of Delaware).

W I T N E S S E T H

WHEREAS, ROSS BUILDERS SUPPLIES, INC., is a corporation organized and existing under the laws of the State of South Carolina with its principal place of business at Greenville in Greenville County, South Carolina, having been authorized to issue and having issued one hundred thousand (100,000) shares of common stock of the par value of Ten Dollars (\$10.00) each, and

WHEREAS, ROSS BUILDERS SUPPLIES, INC. OF DELAWARE is a corporation organized and existing under the laws of Delaware with its principal office in Delaware located at 100 West 10th Street, Wilmington 99, New Castle County, Delaware, the name of its resident agent being The Corporation Trust Company, and is authorized to issue and has issued ten (10) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, and

WHEREAS, the parties hereto desire that ROSS of South Carolina be merged into ROSS of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, it is hereby agreed between the parties hereto, acting in pursuance of the provisions of Subchapter IX of Chapter 1 of the General Corporation Law of the State of Delaware and the provisions of Chapter 8 of Title 12 of the Code of Laws of South Carolina, 1932, and of all Acts supplemental to or amendatory of any of the said statutes and of all other relevant laws of said states, that ROSS of South Carolina shall be merged into ROSS of Delaware as a single corporation (which shall be the surviving corporation and is hereinafter sometimes referred to as the "Corporation") to be governed by the laws of the State of Delaware; and the parties hereto (hereinafter sometimes referred to as the "constituent corporations") hereby agree to and prescribe the terms and conditions of such merger and the mode of carrying the same into effect as follows:

ARTICLE I

ROSS of South Carolina shall be and hereby is merged into ROSS of Delaware, the corporate existence of ROSS of South Carolina shall cease, ROSS of Delaware shall be the surviving corporation and its corporate existence shall continue under the name "ROSS BUILDERS SUPPLIES, INC.," which shall be the name of the corporation.

ARTICLE II

Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

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