

(4) The basis of exchange of shares of the corporations hereby merged shall be as follows:

(A) All the common stock of BEST ROADS, INC. shall be surrendered, cancelled and retired and in exchange for said 100 shares of common stock of BEST ROADS, INC., there shall be issued proportionately 100 shares of common stock of STRUCTURES, INC.

(B) All of the common stock of STRUCTURES, INC., outstanding immediately prior to the merger shall be surrendered, cancelled and retired and in exchange for said 100 shares of common stock of STRUCTURES, INC., there shall be issued proportionately 900 shares of common stock of STRUCTURES, INC.,

(5) Each corporation agrees that its financial condition is substantially that as appears on its books and records as of the date hereof.

(6) All and singular the rights, privileges, powers and lands, tenements, hereditaments, real and personal property, claims, accounts, choses in action and property of every kind, nature and description whatsoever belonging to BEST ROADS, INC., shall be vested in and become the property of STRUCTURES, INC.; to have and to hold the same unto STRUCTURES, INC., its successors and assigns forever, no further act, deed or conveyances being required.

(7) All the debts, contracts and liabilities of every nature and kind whatsoever of BEST ROADS, INC., are assumed by STRUCTURES, INC.

(8) The By-Laws of STRUCTURES, INC., except as they may be necessarily modified by this agreement, are hereby adopted as the By-Laws of STRUCTURES, INC., following the merger.

(9) Following the effective date of this merger agreement, the following shall be and become the directors of the Company to hold office for the balance of the term or until their successors are elected and qualify:

James H. Spears
C. P. Ballenger
Vernon F. Epting

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