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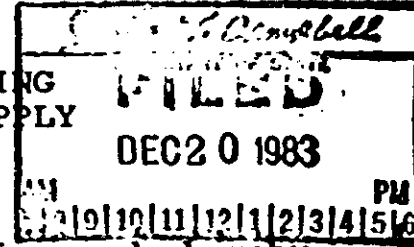
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ARTICLES OF MERGER OF INDUSTRIAL WELDING SUPPLIES, INC. AND PIEDMONT WELDING SUPPLY COMPANY WITH AND INTO SUNOX, INC.



The undersigned domestic and foreign corporations, do hereby execute the following Articles of Merger pursuant to Sections 55-109 and 55-4 of the North Carolina Business Corporation Act and to Sections 33-17-40, 33-17-70, 33-1-40 and 33-1-60 of the South Carolina Business Corporation Act for the purpose of merging INDUSTRIAL WELDING SUPPLIES, INC., a South Carolina corporation, and PIEDMONT WELDING SUPPLY COMPANY, a North Carolina corporation, with and into SUNOX, INC., a North Carolina corporation, which owns all of the issued and outstanding stock of INDUSTRIAL WELDING SUPPLIES, INC. and PIEDMONT WELDING SUPPLY COMPANY.

1. The name of each of the undersigned corporations and the state in which each is incorporated is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
SUNOX, INC.	North Carolina
INDUSTRIAL WELDING SUPPLIES, INC.	South Carolina
PIEDMONT WELDING SUPPLY COMPANY	North Carolina

2. The name of the surviving corporation after the merger will be SUNOX, INC.

3. This merger is permitted under the laws of the States of North Carolina and South Carolina. SUNOX, INC. and PIEDMONT WELDING SUPPLY COMPANY have each complied with the applicable provisions of the laws of the State of North Carolina, and INDUSTRIAL WELDING SUPPLIES, INC. has complied with the applicable provisions of the laws of the State of South Carolina.

4. The PLAN OF MERGER OF INDUSTRIAL WELDING SUPPLIES, INC. AND PIEDMONT WELDING SUPPLY COMPANY WITH AND INTO SUNOX, INC. (the "PLAN OF MERGER") is set forth in Exhibit 1 which is attached hereto and is hereby incorporated herein by reference.

5. The Board of Directors of SUNOX, INC., the Surviving Corporation in the merger, approved and adopted the PLAN OF MERGER on November 21, 1983. The Board of Directors of INDUSTRIAL WELDING SUPPLIES, INC. approved and adopted the PLAN OF MERGER on November 21, 1983 and directed that such Plan be submitted to a vote of its shareholders. The Board of Directors of PIEDMONT WELDING SUPPLY COMPANY approved and adopted the PLAN OF MERGER on November 21, 1983 and directed that such Plan be submitted to a vote of its shareholders. The stockholders of INDUSTRIAL WELDING SUPPLIES, INC. and PIEDMONT WELDING SUPPLY COMPANY duly approved and adopted the PLAN OF MERGER on November 21, 1983 in the manner prescribed by law.

Prepared by and return to:
Michael S. Hawley
Kennedy Covington Lobdell & Hickman
3300 NCNB Plaza
Charlotte, North Carolina 28280

Date JAN 11 1984

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM THE ORIGINAL WITH THE ORIGINAL OF FILE IN THIS OFFICE.

John T. Campbell
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(CONTINUED ON NEXT PAGE) SECRETARY OF STATE OF SOUTH CAROLINA

(500) 263-1-18

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