

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

The Plan of Merger of INDUSTRIAL WELDING SUPPLIES, INC., a corporation organized and existing under the laws of the State of South Carolina ("IWS") and PIEDMONT WELDING SUPPLY COMPANY, a corporation organized and existing under the laws of the State of North Carolina ("PWS"), with and into SUNOX, INC., a corporation organized and existing under the laws of the State of North Carolina ("SUNOX"), which owns all of the issued and outstanding stock of IWS and PWS (the "PLAN OF MERGER") is as follows:

ARTICLE I
CONSTITUENT CORPORATIONS

1.1 The corporations which will be merged pursuant to this PLAN OF MERGER are IWS, PWS and SUNOX (such corporations being sometimes collectively referred to herein as the "Constituent Corporations").

1.2 SUNOX owns all of the outstanding shares of stock of IWS and PWS (IWS and PWS being sometimes collectively referred to herein as the "Subsidiary Corporations").

1.3 SUNOX shall be the surviving corporation, and as the surviving corporation shall retain the name SUNOX, INC. (SUNOX being sometimes referred to herein as the "Surviving Corporation").

ARTICLE II
TERMS AND CONDITIONS OF THE MERGER

2.1 The Subsidiary Corporations shall each be merged with and into the Surviving Corporation, and the Surviving Corporation shall continue to be governed by the laws of the State of North Carolina, and the separate corporate existence of IWS and PWS shall thereby cease. The merger shall be pursuant to the provisions of the North Carolina Business Corporation Act and the South Carolina Business Corporation Act.

2.2 Except as herein otherwise specifically set forth, from and after the Effective Time, the Surviving Corporation shall, to the extent consistent with its Articles of Incorporation, possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations so merged, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in any of the Constituent

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