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CORPORATION(S) NAME

REC'D JUN 15 11 35 AM
TALLAHASSEE, FLORIDA

Milgrom Florida, Inc

300002071079--5

01/28/97 01096--021

*****35.00 *****35.00

Milgrom Electronics, Inc

300002071079--5

01/28/97 01096--022

*****35.00 *****35.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
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ARTICLES OF MERGER OF
AND PLAN
MILGRAY/FLORIDA, INC.
a Florida corporation

INTO

MILGRAY ELECTRONICS, INC.
a New York corporation

To the Department of State
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger.

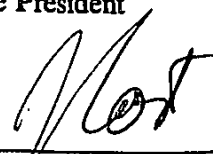
1. Attached hereto as Exhibit A are resolutions duly adopted by the unanimous written consent of the Board of Directors of MILGRAY ELECTRONICS, INC., a New York corporation (the "Surviving Corporation"), as of January 8, 1997 approving the merger of MILGRAY/FLORIDA, INC., a Florida corporation (the "Disappearing Corporation"), with and into the Surviving Corporation (the "Merger").
2. Attached hereto as Exhibit B are resolutions duly adopted by the unanimous written consent of the Board of Directors of the Disappearing Corporation as of January 8, 1997 approving the Merger.
3. The Merger is permitted by the laws of the State of New York, the jurisdiction of incorporation of the Surviving Corporation, and has been authorized in compliance with such laws.
4. The Surviving Corporation owns all of the outstanding shares of common stock of the Disappearing Corporation. In accordance with Section 607.221 of the Florida Business Corporation Act, no approval of the Merger was required by the shareholders of the Surviving Corporation,

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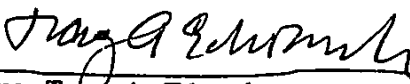
IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers as of the 10th day of January, 1997.

MILGRAY ELECTRONICS, INC.

By: 
Name: Tracy A. Edwards
Its: Vice President

By: 
Name: John J. Cost
Its: Secretary

MILGRAY/FLORIDA, INC.

By: 
Name: Tracy A. Edwards
Its: Vice President

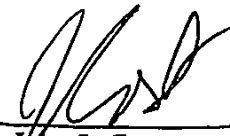
By: 
Name: John J. Cost
Its: Secretary

Exhibit A

RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS
OF
MILGRAY ELECTRONICS, INC.
a New York corporation

January 8, 1997

Approval of Mergers

WHEREAS, this corporation owns all of the issued and outstanding shares of each of the following corporations:

Bimbach Company, Inc., a New York corporation
Milgray/New York, Inc., a New York corporation
Milgray/Upstate New York, Inc., a New York corporation
Milgray/Huntsville, Inc., an Alabama corporation
Milgray/Arizona, Inc., an Arizona corporation
Milgray/California, Inc., a California corporation
Milgray/Northern California, Inc., a California corporation
Milgray/Orange County, Inc., a California corporation
Milgray/San Diego, Inc., a California corporation
Milgray/Colorado, Inc., a Colorado corporation
Milgray/Connecticut, Inc., a Connecticut corporation
Milgray/Florida, Inc., a Florida corporation
Milgray/Atlanta, Inc., a Georgia corporation
Milgray/Chicago, Inc., an Illinois corporation
Milgray/Indiana, Inc., an Indiana corporation
Milgray/Kansas City, Inc., a Kansas corporation
Milgray/Washington, Inc., a Maryland corporation
Milgray/New England, Inc., a Massachusetts corporation
Milgray/Delaware Valley, Inc., a New Jersey corporation
Milgray/New Jersey, Inc., a New Jersey corporation
Milgray/Raleigh, Inc., a North Carolina corporation
Milgray/Cleveland, Inc., an Ohio corporation
Milgray/Oregon, Inc., an Oregon corporation
Milgray/Dallas, Inc., a Texas corporation
Milgray/Houston, Inc., a Texas corporation
Milgray/Utah, Inc., a Utah corporation

(each, a "Subsidiary Corporation" and collectively, the "Subsidiary Corporations");
and

WHEREAS, it is deemed to be advisable and in the best interests of this corporation that each of the Subsidiary Corporations be merged with and into this corporation, with this corporation being the surviving corporation (each, a "Merger" and collectively, the "Mergers");

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge each of the Subsidiary Corporations with and into itself, pursuant to (i) the provisions of the New York Business Corporation Law, (ii) the provisions of the laws of the jurisdiction of organization of each of the Subsidiary Corporations, and (iii) Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

RESOLVED FURTHER, that this corporation shall assume all of the corporate obligations and liabilities of each Subsidiary Corporation upon effectiveness of the applicable Merger, and that in those jurisdictions requiring assumption of tax liability, such tax liability shall be assumed by Bell Industries, Inc., a California corporation and ultimate parent corporation of this corporation;

RESOLVED FURTHER, that upon effectiveness of each Merger, the separate existence and corporate organization of the applicable Subsidiary Corporation shall cease pursuant to the provisions of the laws of its jurisdiction of organization, and this corporation shall continue its existence as the surviving corporation pursuant to the provisions of the New York Business Corporation Law and the provisions of the laws of the jurisdiction of organization of the applicable Subsidiary Corporation;

RESOLVED FURTHER, that the Certificate of Incorporation of this corporation shall be the Certificate of Incorporation of the surviving corporation of each Merger and shall not be amended in any respect by the Mergers;

RESOLVED FURTHER, that the current Bylaws of this corporation will be the Bylaws of the surviving corporation of each Merger and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of applicable law;

RESOLVED FURTHER, that the directors and officers of this corporation immediately preceding each Merger shall continue to be the directors and officers of the surviving corporation of each Merger upon the effectiveness of such Merger;

RESOLVED FURTHER, that each Merger shall be effective upon the filing of the appropriate documents with the Secretary of State of the State of New York and the appropriate agency of the jurisdiction of organization of the applicable Subsidiary Corporation;

RESOLVED FURTHER, that the shares theretofore issued by each Subsidiary Corporation shall not be converted or exchanged in any manner, but each share which is issued immediately prior to the effectiveness of each Merger shall be extinguished;

RESOLVED FURTHER, that each share of this corporation outstanding immediately prior to the effectiveness of each Merger is to be an identical outstanding or treasury or unissued share of this corporation upon the effectiveness of such Merger;

RESOLVED FURTHER, that the shares of this corporation shall not be affected by the Mergers, and no shares of this corporation, and no shares, securities or obligations convertible into such shares, are to be issued or delivered pursuant to the Mergers;

RESOLVED FURTHER, that if required by applicable law, this corporation does hereby agree that it may be served with process in the state of organization of any Subsidiary Corporation in proceeding for enforcement of any obligation of such Subsidiary Corporation, as well as for enforcement of any obligation of this corporation arising from the Mergers, and this corporation does hereby irrevocably appoint the Secretary of State of the state of organization of any such Subsidiary Corporation so requiring such appointment, as the agent of this corporation to accept service of process in any such proceeding, and this corporation does hereby specify the following address to which a copy of such process shall be mailed by the office of any Secretary of State so appointed:

77 Schmitt Boulevard
Farmingdale, New York 11735

RESOLVED FURTHER, that the officers of this corporation be, and they hereby are, authorized, empowered and directed to execute Written Consents for and on behalf of this corporation and in its name as the sole shareholder of the Subsidiary Corporations approving the Mergers and electing new directors of the Subsidiary Corporations;

RESOLVED FURTHER, that the officers of this corporation be, and they hereby are, authorized, empowered and directed to do or cause to be done all such acts or things and to execute and deliver, or cause to be delivered, all such documents, instruments and certificates, in the name and on behalf of this corporation or otherwise, as such officer or officers of this corporation may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to consummate the Mergers, the execution and delivery of such documents, instruments and certificates and the taking of any such action conclusively to evidence the due authorization thereof by this corporation; and

RESOLVED FURTHER, that all actions taken and documents executed by the officers of this corporation, or any person or persons designated and authorized to act by any of them, prior to the adoption of these resolutions which would have been authorized thereby had such actions been taken, or documents been executed, after adoption of these resolutions, are hereby ratified, confirmed, approved and adopted in all respects.

Exhibit B

RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS
OF
MILGRAY/FLORIDA, INC.
a Florida corporation

January 8, 1996

Approval of Merger

WHEREAS, Milgray Electronics, Inc., a New York corporation ("Milgray"), owns all of the issued and outstanding shares of this corporation; and

WHEREAS, it is deemed to be advisable and in the best interests of this corporation that this corporation be merged with and into Milgray, with Milgray being the surviving corporation (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that this corporation be merged with and into Milgray, its parent company, pursuant to the applicable provisions of the New York Business Corporation Law and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

RESOLVED FURTHER, that Milgray assume all of the obligations and liabilities of this corporation upon effectiveness of the Merger;

RESOLVED FURTHER, that upon effectiveness of the Merger, the separate existence and corporate organization of this corporation shall cease and Milgray shall continue its existence as the surviving corporation pursuant to the provisions of the New York Business Corporation Law;

RESOLVED FURTHER, that the Merger shall be effective upon the filing of the appropriate documents with the Secretary of State of the State of New York;

RESOLVED FURTHER, that the shares heretofore issued by this corporation shall not be converted or exchanged in any manner, but each share which is issued immediately prior to the effectiveness of the Merger shall be extinguished;

RESOLVED FURTHER, that the shares of Milgray shall not be affected by the Merger, and no shares of Milgray, and no shares, securities or obligations convertible into such shares, are to be issued or delivered pursuant to the Merger;

RESOLVED FURTHER, that the officers of this corporation be, and they hereby are, authorized, empowered and directed to do or cause to be done all such acts or things and to execute and deliver, or cause to be delivered, all such documents, instruments and certificates, in the name and on behalf of this corporation or otherwise, as such officer or officers of this corporation may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to consummate the Merger, the execution and delivery of such documents, instruments and certificates and the taking of any such action conclusively to evidence the due authorization thereof by this corporation; and

RESOLVED FURTHER, that all actions taken and documents executed by the officers of this corporation, or any person or persons designated and authorized to act by any of them, prior to the adoption of these resolutions which would have been authorized thereby had such actions been taken, or documents been executed, after adoption of these resolutions, are hereby ratified, confirmed, approved and adopted in all respects.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MILGRAY/FLORIDA, INC., a Florida corporation, document number 387156

into

MILGRAY ELECTRONICS, INC., a New York corporation F97000000239

File date: January 15, 1997

Corporate Specialist: Karen Gibson