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CORPORATION(S) NAME

Hi-Grade Enterprises, Inc.
 merging into:
 DPE - C & G Distributors, Inc.

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12/19
 90% merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

HI GRADE ENTERPRISES, INC., a Florida corporation, 565923

INTO

DPI-C&G DISTRIBUTORS, INC., a Delaware corporation not qualified in
Florida.

File date: December 18, 1997

Corporate Specialist: Joy Moon-French

FILED

97 DEC 18 PM 4: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

HI GRADE ENTERPRISES, INC.

INTO

DPI-C&G DISTRIBUTORS, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations adopt the following Articles of Merger:

FIRST: DPI-C&G Distributors, Inc. ("DPI-C&G") is a corporation organized under the laws of the State of Delaware owning 100% of the outstanding capital stock of Hi Grade Enterprises, Inc. ("Hi Grade Enterprises"), a corporation organized under the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, was adopted by the Board of Directors of DPI-C&G on December 8, 1997.

THIRD: All shares of capital stock of Hi Grade Enterprises will be retired and cancelled upon the effectiveness of the merger contemplated hereby.

FOURTH: Shareholders of Hi Grade Enterprises who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.


FIFTH: The sole shareholder of Hi Grade Enterprises waived its right to receive a copy of or a summary of the Agreement and Plan of Merger.

SIXTH: Pursuant to Section 607.1104 of the Act, no shareholder approval of any sort is required to consummate the merger contemplated hereby.


SEVENTH: The merger contemplated hereby shall become effective on December 18, 1997.

IN WITNESS WHEREOF, each of DPI-C&G and Hi Grade Enterprises has caused these Articles of Merger to be signed in its corporate name by its Secretary and President, respectively, as of the 9th day of December, 1997.

DPI-C&G DISTRIBUTORS, INC.

By 
Patrick Langan
Secretary

HI GRADE ENTERPRISES, INC.

By 
Daniel O'Connell
President

AGREEMENT AND PLAN OF MERGER
OF
HI GRADE ENTERPRISES, INC.
AND
DPI-C&G DISTRIBUTORS, INC.

This Agreement and Plan of Merger, dated as of December 8, 1997, is made by and between HI GRADE ENTERPRISES, INC., a corporation organized and existing under the laws of the State of Florida ("Hi Grade Enterprises" or a "Constituent Corporation"), and DPI-C&G DISTRIBUTORS, INC., a corporation organized and existing under the laws of the State of Delaware ("DPI-C&G", the "Surviving Corporation" or a "Constituent Corporation").

RECITALS

Pursuant to this Agreement and Plan of Merger, Hi Grade Enterprises shall be merged with and into DPI-C&G (the "Merger") and, incident to the Merger, all of the issued and outstanding shares of the capital stock of Hi Grade Enterprises shall be retired and cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other terms and conditions as may be required or desired and permitted. The Board of Directors of DPI-C&G deems the Merger desirable and in the best interests of its shareholder and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties hereto hereby agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger, the Florida Business Corporation Act and the Delaware General Corporation Law, Hi Grade Enterprises shall be merged with and into DPI-C&G, which shall be the Surviving Corporation, and the separate existence of Hi Grade Enterprises shall cease. DPI-C&G, as the Surviving Corpora-

tion, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

2. The Certificate of Incorporation of DPI-C&G as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.

3. The By-Laws of DPI-C&G as in effect on the Effective Date shall remain in effect and be the By-Laws of the Surviving Corporation.

4. The Board of Directors and officers of DPI-C&G at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of each class of capital stock of Hi Grade Enterprises shall be retired and cancelled.

6. The Merger shall become effective on December 18, 1997 (the "Effective Date").


IN WITNESS WHEREOF, each of DPI-C&G and Hi Grade Enterprises has caused this Agreement and Plan of Merger to be signed in its corporate name by its Secretary and President, respectively, as of the day and year first above written.

DPI-C&G DISTRIBUTORS, INC.

By


Patrick Langan
Secretary

HI GRADE ENTERPRISES, INC.

By 
Daniel O'Connell
President