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12/10/03--01025--003 **70.00

EFFECTIVE DATE
12-31-03

FLORIDA STATE
TALLAHASSEE, FLORIDA

03 DEC 10 AM 9:52

FILED

Ps 12/17/03

SOH DISTRIBUTION COMPANY, INC.

1250 York Street • P.O. Box 6917
Hanover, PA 17331-0917 USA
(717) 632-4477 • Fax (717) 632-7207

12/5/2003

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find the following:

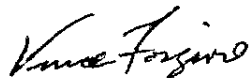
- Articles of Merger (Profit Corporations) for the merger of H.B. Mains Industries, Inc. into SOH Distribution Company, Inc.
- A check in the amount of \$70.00 in payment for filing fees of \$35.00 for each corporation.

Please merge the corporations as detailed in the enclosed documents and notify the surviving corporation, SOH Distribution Company, Inc. when the merger is completed at:

SOH Distribution Company, Inc.
1250 York Street
P.O. Box 6917
Hanover, PA 17331
Attention: Vince Forgione

If I can supply further information, please do not hesitate to contact me. I can be reached by telephone at (717) 632-4477, ext 5928 or by e-mail at vforgione@snyders-han.com.

Sincerely,



Vince Forgione, CPA
Tax Accountant and Internal Auditor

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED

03 DEC 10 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

SOH DISTRIBUTION COMPANY, INC.

DELAWARE

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

EFFECTIVE DATE
12-31-03

H. B. MAINS INDUSTRIES, INC.

FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2003 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/05/2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/05/2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation are:

Name

Jurisdiction

SOH DISTRIBUTION COMPANY, INC.

DELAWARE

The name and jurisdiction of each subsidiary corporation are:

Name

Jurisdiction

H. B. MAINS INDUSTRIES, INC.

FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached Plan and Agreement of Merger

(Attach additional sheets if necessary)

PLAN AND AGREEMENT OF MERGER

We the undersigned, being the Directors of SOH Distribution Co., Inc ("Distribution") and H.B. Mains Industries ("Mains"), do hereby adopt, pursuant to Section 607.1104, F.S. of the Florida Business Corporation Act, the following Plan of Merger:

- 1) H.B. Mains Industries, Inc., a Florida Corporation, shall be merged into SOH Distribution Co., Inc., a Delaware Corporation. The surviving Corporation will retain the name SOH Distribution Co., Inc.
- 2) Mains, having outstanding 500 shares of voting stock, to be retired, and Distribution having outstanding 1,000 shares of voting stock.
- 3) Whereas the objective of this merger is to simplify operations, no consideration is deemed necessary.
- 4) There shall be no amendments or changes in the Certificate of Incorporation of the surviving corporation.

H.B. MAINS INDUSTRIES, INC..

SOH DISTRIBUTION COMPANY, INC

C.E. Good

M. Warehime

C.E. Good, Director

M.A. Warehime, Director

Thomas H. Trench

C.E. Good

Thomas Trench, Director

C.E. Good, Director

S. Grim

S. Grim, Director

12/5/03

Date

12/5/03

Date

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SOH DISTRIBUTION CO., INC.

C. E. Good

C. E. GOOD, V.P., SEC./TREAS.

H. B. MAINS INDUSTRIES, INC.

Sean Grim

SEAN GRIM, CONTROLLER/ASST. TREAS.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: N/A