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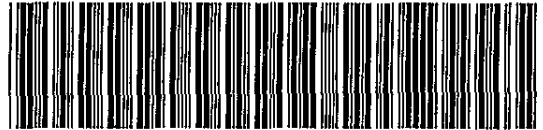
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April 14, 2005

FEDERAL EXPRESS
Florida Secretary of State
Department of State
Division of Corporations
409 E. Gaines Street
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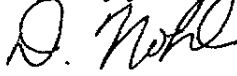
Re: Articles of Merger
Hudson Pump & Equipment Associates, LLC

Dear Sir or Madam:

Enclosed please find an original executed Articles of Merger, whereby Hudson Pump & Equipment Associates, LLC, a Florida limited liability company is merged with and into Tencarva Machinery Company, a Delaware corporation. Also, enclosed is a check for \$77.50 that includes the \$25+35 filing fees and the fee for two certified copies of the Articles of Merger at \$8.75 each.

Please return the two certified copies of the Articles of Merger to me.

Very truly yours,


David Noble

Enclosures

cc: Ed Pearce, Tencarva Machinery Company

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section 608.4382, Florida Statutes:

I. Hudson Pump & Equipment Associates, LLC, a Florida limited liability company ("Hudson Pump"), is the merging party. The street address of Hudson Pump's principal office is 3524 Craftsman Boulevard, Lakeland, Florida, 33803. Its Florida Document/Registration Number is L0100016115, and its Federal Employee Identification Number is 59-3749693

II. Tencarva Machinery Company, a Delaware corporation ("Tencarva"), is the surviving party. The street address of Tencarva's principal office is 1115 Pleasant Ridge Road, Greensboro, North Carolina, 27409. Its Federal Employee Identification Number is 561198229.

III. The attached Agreement and Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by Hudson Pump in accordance with Chapter 608, Florida Statutes.

IV. The attached Agreement and Plan of Merger was approved by Tencarva in accordance with the laws of Delaware.

V. Tencarva hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of Hudson Pump.

VI. Tencarva agrees to pay any dissenting members of Hudson Pump the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

VII. The merger is permitted under the respective laws of Florida and Delaware and is not prohibited by Hudson Pump's Articles of Organization or Tencarva's Certificate of Incorporation.

VIII. The merger shall become effective upon the later to occur of (i) the filing of the Agreement and Plan of Merger with Delaware Secretary of State and (ii) the filing of these Articles of Merger with the Florida Secretary of State.

IX. The Articles of Merger comply and were executed in accordance with the laws of Florida and Delaware.

This the 16th day of March, 2005.

TENCARVA MACHINERY COMPANY

HUDSON PUMP & EQUIPMENT
ASSOCIATES, LLC

By [Signature]
Rodney M. Lee, President

By: Tencarva Machinery Company
By [Signature]
Rodney M. Lee, President

FILED
05 APR 15 PM 3:49
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
HUDSON PUMP & EQUIPMENT ASSOCIATES, LLC**
(a Florida limited liability company)
**WITH AND INTO
TENCARVA MACHINERY COMPANY**
(a Delaware corporation)

A. Parties to Merger. The parties participating in the merger are Tencarva Machinery Company, a Delaware corporation ("Tencarva"), and Hudson Pump & Equipment Associates, LLC, a Florida limited liability company ("Hudson Pump").

B. Nature of Transaction. Subject to the provisions of this Agreement and Plan of Merger, Hudson Pump shall be merged into and with Tencarva (the "Merger") with the effect provided in the Delaware General Corporation Law and the Florida Limited Liability Company Act.

C. Name of Surviving Corporation. Tencarva shall be the surviving corporation in the Merger and shall continue to exist under the name "Tencarva Machinery Company."

D. Terms and Conditions of the Merger.

1. The Merger shall be effected pursuant to the terms and conditions of this Agreement and Plan of Merger. Except insofar as the same may be continued by law and except as continued in and merged into Tencarva, at the later to occur of (i) the filing of the Agreement and Plan of Merger with respect hereto with the Delaware Secretary of State and (ii) the filing of Articles of Merger with respect hereto with the Florida Secretary of State (the "Effective Time"), the separate existence of Hudson Pump shall cease and the existence of Tencarva as a Delaware corporation shall continue with all of its purposes, objects, rights, privileges, powers and franchises, all of which shall be unaffected and unimpaired by the Merger.

2. At the Effective Time and by reason of the Merger, and in accordance with applicable law, all of Hudson Pump's property, assets and rights of every kind and character (including without limitation all real, personal or mixed property, all debts due on whatever account, all other choses in action and all and every other interest of or belonging to or due to Hudson Pump, whether tangible or intangible) shall be transferred to and vest in Tencarva, and Tencarva shall succeed to all the rights, privileges, immunities, powers, purposes and franchises of a public or private nature (including all trust and fiduciary properties, powers and rights) of Hudson Pump, all without any conveyance, assignment or further act or deed; and Tencarva shall become responsible for all of the liabilities, duties, obligations of every kind, nature and description

(including duties as trustee or fiduciary) of Hudson Pump as of the Effective Time.

3. The Certificate of Incorporation and the Bylaws of Tencarva in effect at the Effective Time shall be the Certificate of Incorporation and the Bylaws of Tencarva as the surviving corporation in the Merger and shall continue in full force and effect following the Effective Time, until amended in accordance with applicable laws.

4. The officers and directors of Tencarva at the Effective Time shall continue to hold such offices and positions in Tencarva as the surviving corporation in the Merger until removed as provided by law or until the election or appointment of their respective successors.

E. Effect of Merger on Shares and Membership Interests.

1. Each share of capital stock of Tencarva issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding and shall not be affected by the Merger.

2. Each outstanding unit evidencing a membership interest in Hudson Pump issued and outstanding immediately prior to the Effective Time shall immediately be cancelled in the Merger.

F. Abandonment. This Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Time upon action of the Board of Directors of Tencarva and the managers of Hudson Pump.

G. Effectiveness. This Agreement and Plan of Merger shall be effective upon the later to occur of (i) the filing of the Agreement and Plan of Merger with respect hereto with the Delaware Secretary of State and (ii) the filing of Articles of Merger with respect hereto with the Florida Secretary of State.

IN WITNESS WHEREOF, authorized representatives of Tencarva and Hudson Pump have executed this Agreement and Plan of Merger as of the 16th day of March, 2005.

TENCARVA MACHINERY COMPANY HUDSON PUMP & EQUIPMENT
ASSOCIATES, LLC

By 
Rodney M. Lee, President

By 
Robert P. Hudson, President

CERTIFICATION

The undersigned, Edwin W. Pearce, III, the duly elected, qualified and acting Secretary of Tencarva Machinery Company, does hereby certify that this Agreement and Plan of Merger has been adopted pursuant to Section 251(f) of the Delaware General Corporation Law and that each of the following conditions have been met: (i) this Agreement and Plan of Merger does not amend in any respect the Certificate of Incorporation of Tencarva Machinery Company, (ii) each share of stock of Tencarva Machinery Company outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of Tencarva Machinery Company after the effective date of the merger, and (iii) no shares of common stock of Tencarva Machinery Company and no other shares, securities or obligations convertible into such stock are to be issued or delivered under this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the 16th day of March, 2004.



Edwin W. Pearce III

ACKNOWLEDGEMENT

STATE OF NORTH CAROLINA)
COUNTY OF GUILFORD)

This Agreement and Plan of Merger was acknowledged before me on this 16th day of March, 2005 by Rodney M. Lee, President of Tencarva Machinery Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day and year aforesaid.

(SEAL)

Margaret E. Skifford
Notary Public
My Commission expires
Oct 7, 2006

STATE OF Florida)
COUNTY OF Polk)

This Agreement and Plan of Merger was acknowledged before me on this 17th day of March, 2005 by Robert P. Hudson, President of Hudson Pump & Equipment Associates, LLC.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day and year aforesaid.

(SEAL)

Dolores Sauls
Notary Public

