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May 17, 1999

K90304

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

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-05/20/99--01003--006
*****78.75 *****78.75

Dear Sir/Madam:

I am enclosing, for filing in your office, one (1) original Articles of Merger whereby Phoenix Materials and Equipment Services, Inc., a Florida corporation, is being merged into Phoenix Equipment Services, Inc., a North Carolina corporation. Also enclosed is our check in the amount of \$78.75 in payment of the filing fee and charge for a certified copy.

Please return the certified copy of the filed Articles of Merger to my attention. Please let me know if you have any questions in connection with this filing.

Sincerely yours,



Joe F. Teague, Jr.

Merger
5.27-99
MS

Enclosures

FILED
99 MAR 19 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHOENIX MATERIALS AND EQUIPMENT SERVICES, INC., a Florida
corporation, K90304

INTO

PHOENIX EQUIPMENT SERVICES, INC., a North Carolina corporation not
qualified in Florida

File date: May 19, 1999

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER
OF
PHOENIX MATERIALS AND EQUIPMENT SERVICES, INC.
INTO
PHOENIX EQUIPMENT SERVICES, INC.

FILED
99 MAR 19 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

ARTICLE I

The name and jurisdiction of the surviving corporation is Phoenix Equipment Services, Inc. ("Surviving Corporation"), a corporation organized under the laws of the State of North Carolina.

ARTICLE II

The name and jurisdiction of the merging corporation is Phoenix Materials and Equipment Services, Inc. ("Merging Corporation"), a corporation organized under the laws of the State of Florida.

ARTICLE III

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE IV

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

ARTICLE V

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on March 31, 1999.

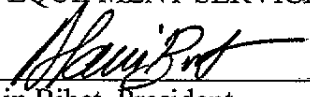
ARTICLE VI

The Plan of Merger was adopted by the sole shareholder of the merging corporation on March 31, 1999.

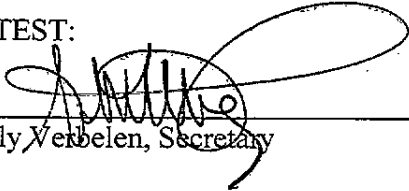
IN WITNESS WHEREOF, these Articles of Merger have been executed by the respective Presidents of the Surviving and Merging Corporations, on this the 31st day of March, 1999.

SURVIVING CORPORATION

PHOENIX EQUIPMENT SERVICES, INC.

By: 
Alain Bihet, President

ATTEST:


Willy Verbelen, Secretary


SEAL

MERGING CORPORATION

PHOENIX MATERIALS AND EQUIPMENT
SERVICES, INC.

By: 
Alain Bihet, President

ATTEST


Willy Verbelen, Secretary

SEAL

EXHIBIT A

PLAN OF MERGER
OF
PHOENIX MATERIALS AND EQUIPMENT SERVICES, INC.
INTO
PHOENIX EQUIPMENT SERVICES, INC.

Pursuant to the applicable provisions of the corporation laws of the State of Florida, Phoenix Equipment Services, Inc., a North Carolina corporation (hereinafter called the "Surviving Corporation") and Phoenix Materials and Equipment Services, Inc., a Florida corporation (hereinafter called the "Merging Corporation"), do hereby create and adopt the following Plan of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation:

(1) Merger. Pursuant to the terms and conditions of this Plan, the Merging Corporation shall be merged into the Surviving Corporation. Upon the merger of the Merging Corporation into the Surviving Corporation, the corporate existence of the Merging Corporation shall cease and the corporate existence of the Surviving Corporation shall continue. The merger under this Plan shall be effective at 12:01 a.m. on the date of filing with the Florida Department of State (the "Effective Date").

(2) Conversion and Exchange of Shares. On the Effective Date, the presently outstanding shares of the Surviving Corporation will not be converted or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation. On the Effective Date, the shareholders of the Merging Corporation shall be required to surrender all of their shares of the capital stock of the Merging Corporation, which shall be canceled.

(3) Directors and Officers. As of the Effective Date, Alain Bihet and Willy Verbelen shall be and hereby are elected to serve as the members of the Board of Directors of the Surviving Corporation to serve until their successors are duly elected and qualified. In addition, as of the Effective Date, the following individuals shall be and hereby are elected to serve as officers of the Surviving Corporation to serve in the indicated capacities until their successors are duly elected and qualified:

Alain Bihet	President
Willy Verbelen	Secretary

(4) Bylaws. The bylaws of the Surviving Corporation, as of the Effective Date, shall continue to be the bylaws of the Surviving Corporation until they are altered or amended in accordance with the provisions thereof.

(5) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as filed in the office of the Secretary of State of the State of North Carolina, shall continue to constitute the Articles of Incorporation of the Surviving Corporation and shall not be amended in any respect as a result of the merger.

(6) Terms of Merger. Upon this merger becoming effective:

(a) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises as well of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties, of the Merging Corporation, except as otherwise provided herein or by law;

(b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to the Merging Corporation on whatever account as well as all other things in action or belonging to the Merging Corporation; and

(c) All property, rights, privileges, powers, and franchises of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation, but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date of the merger; and all debts, liabilities, obligations, and duties of the Merging Corporation shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

(7) Further Action. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, the Merging Corporation shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order to best more fully in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers, and franchises referred to in paragraph (6) hereof and otherwise to carry out the intent and purposes of this Plan of Merger.

(8) Termination. After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the effective time of the merger, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.