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134646

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

EFFECTIVE DATE

CAM-Stat, Inc. 12-31-97
RHD Sigma, Inc. into:
Watson Components, Inc.

600002379046-5
-12/22/97-01055-026
****105.00 ****105.00

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
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M 34646

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CAM-STAT, INC., a Florida corporation, document number G61060

RHO SIGMA, INC., a Florida corporation, document number F97460

INTO

WATSCO COMPONENTS, INC., a Florida corporation, M34646.

File date: December 17, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
MERGING
CAM-STAT, INC.
AND
RHO SIGMA, INC.
INTO
WATSCO COMPONENTS, INC.

FILED
97 DEC 17 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
31-97

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The constituent corporations participating in the merger herein described are:

<u>Name</u>	<u>State of Incorporation</u>
Cam-Stat, Inc.	Florida
Rho Sigma, Inc.	Florida
Watsco Components, Inc.	Florida

2. The Surviving Corporation in the merger is Watsco Components, Inc.

3. With respect to each corporation which is a party to the merger:

(a) The Plan of Merger attached hereto and made a part hereof as Exhibit A was duly approved on and as of December 15, 1997 by the sole shareholder of Cam-Stat, Inc., as required by the Florida Business Corporation Act.

(b) The Plan of Merger attached hereto and made a part hereof as Exhibit A was duly approved on and as of December 15, 1997 by the sole shareholder of Rho Sigma, Inc., as required by the Florida Business Corporation Act.

(c) The Plan of Merger attached hereto and made a part hereof as Exhibit A was duly approved on and as of December 15, 1997 by the sole shareholder of the Surviving Corporation, as required by the Florida Business Corporation Act.

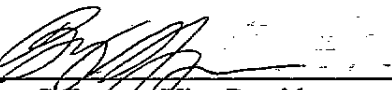
4. These Articles of Merger shall be come effective at 11:59 p.m. Eastern Standard Time on December 31, 1997.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized representatives, this 15th day of December, 1997.


CAM-STAT, INC.

By: 
Barry S. Logan, Vice President

RHO SIGMA, INC.

By: 
Barry S. Logan, Vice President

WATSCO COMPONENTS, INC.

By: 
Barry S. Logan, Vice President

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to Watsco Components, Inc., a Florida corporation (the "Corporation"), and Cam-Stat, Inc., a Florida corporation, and Rho Sigma, Inc., a Florida corporation (hereinafter collectively referred to as the "Merging Corporations").

1. TERMS AND CONDITIONS OF MERGER.

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), the Merging Corporations shall merge with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") in such merger (the "Merger") and the separate existence of the Merging Corporations shall cease. As of the Effective Time and as a result of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Merging Corporations, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Merging Corporations shall be vested in the Surviving Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Merging Corporations shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Merging Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporations shall, following the Merger, attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

1.2 Consummation of the Merger. The Corporation shall cause Articles of Merger to be filed with the Secretary of State of Florida in such form as required by, and executed in accordance with, the relevant provisions of the Florida Business Corporation Act. The Merger shall become effective upon filing the Articles of Merger (the "Effective Time").

1.3 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

1.4 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

1.5 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

1.6 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

2. CANCELLATION OF SHARES

2.1 As of the Effective Time, by virtue of the Merger and without any further action by the holders thereof, each issued and outstanding share of capital stock of the Merging Corporations shall be canceled and all rights and privileges relating thereto shall terminate.

3. WAIVER OF MAILING REQUIREMENT


3.1. The shareholders of each corporation participating in the merger have waived in writing any notice requirements regarding the Plan of Merger required by the laws of the State of Florida.

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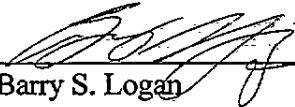
IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the 15th day of December, 1997.

WATSCO COMPONENTS, INC.,
a Florida corporation

ATTEST:



Manuel J. Perez de la Mesa
Assistant Secretary


By: 

Barry S. Logan
Vice President


[CORPORATE SEAL]

CAM-STAT, INC., a
Florida corporation

ATTEST:



Manuel J. Perez de la Mesa
Assistant Secretary


By: 

Barry S. Logan
Vice President

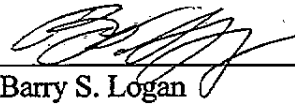
[CORPORATE SEAL]

RHO SIGMA, INC., a
Florida corporation

ATTEST:



Manuel J. Perez de la Mesa
Assistant Secretary

By: 

Barry S. Logan
Vice President

[CORPORATE SEAL]