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CORPORATION(S) NAME

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THEMAL CONCEPTS, Inc
merging INTO: GALE INDUSTRIES, Inc.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THERMAL CONCEPTS, INC., a Nevada corporation, not qualified

INTO

GALE INDUSTRIES, INC., a Florida entity, P93000088397.

File date: September 1, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
THERMAL CONCEPTS, INC.
A NEVADA CORPORATION
INTO
GALE INDUSTRIES, INC.,
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105, F.S. and of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

- FIRST: The name and jurisdiction of the surviving corporation is Gale Industries, Inc., a Florida corporation (the "Surviving Corporation").
- SECOND: The name and jurisdiction of the merging corporation is Thermal Concepts, Inc., a Nevada corporation (the "Merging Corporation").
- 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.
- FIFTH: The Plan of Merger was adopted by the Shareholder and Board of Directors of the Surviving Corporation by unanimous written consent on August 20, 1999.
- SIXTH: The Plan of Merger was adopted by the Sole Shareholder and Board of Directors of the Merging Corporation by unanimous written consent on August 31, 1999.

THERMAL CONCEPTS, INC.

By: Mark W. Dings
Its: President
Mark W. Dings

GALE INDUSTRIES, INC.

By: Richard Mosteller
Its: RICHARDS. MOSTELLER
VICE PRESIDENT, TREASURER
AND ASSISTANT SECRETARY

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of September 1, 1999, among Gale Industries, Inc., a Florida corporation (the "Surviving Corporation"), and Thermal Concepts, Inc., a Nevada corporation (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporation merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of Florida and the State of Nevada, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Articles of Merger with the Secretary of State of the State of Nevada in accordance with the Nevada Administrative Code, and the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

On the Effective Date, the Directors and officers of the Surviving Corporation will be the Directors and officers of the Surviving Corporation. Each Director and officer shall hold office until their respective successors are elected and qualified, as provided by law and the bylaws of the Surviving Corporation.

ARTICLE V

On the Effective Date the issued shares of Capital Stock of the Merging Corporation shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

ARTICLE VI


On the Effective Date the separate existence of the Merging Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall as effectively be the property of the Surviving Corporation. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and Directors of the Constituent Corporations are fully authorized to take any and all such action.

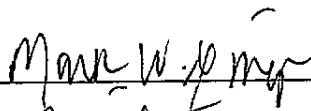
All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first above written.

GALE INDUSTRIES, INC.

THERMAL CONCEPTS, INC.

By: 
RICHARD G. HOSTELLER
Its: VICE PRESIDENT, TREASURER AND ASSISTANT SECRETARY

By: 
Its: President
Mark W. Dings

**AGREEMENT OF MERGER AND REORGANIZATION
OF
THERMAL CONCEPTS, INC.**

September 1, 1999

MEMORANDUM OF CLOSING

Gale Gale Industries, Inc., a Florida corporation

Company Thermal Concepts, Inc., a Nevada corporation

Sole Stockholder Mark W. Dings

Agreement Dated as of the open of business September 1, 1999 among Gale and the Stockholder

Shares All of the issued and outstanding shares of Common Stock of the Company owned by the Stockholder consisting of _____ shares, no par value

Closing The consummation of the transactions contemplated by the Agreement on the open of business September 1, 1999

Company and Stockholders' Counsel Dave Williams, Esq.
Liggett, Smith, & Williams, P.C.
Suite 112, 425 West Mulberry Street
Fort Collins, CO 80521-2896

Cross receipt Doc. # 9999996

I
TRANSACTIONS COMPLETED AT THE CLOSING

The Closing was held at the offices of Dave Williams at Suite 112, 425 West Mulberry Street, Fort Collins, CO 80521-2896, on September 1, 1999. Documents delivered in connection with the Closing are listed on Schedule A. All of the transactions at the Closing were considered to have taken place simultaneously, and no delivery of documents in respect thereof was considered to have occurred until all such transactions were completed.

SCHEDULE A
DOCUMENTS DELIVERED IN CONNECTION WITH THE CLOSING

I. Delivered on behalf of Gale, the Company and the Stockholder	<u>Gale</u>	<u>Company And Stockholder</u>	<u>Company and Stockholder's Counsel</u>	<u>Total</u>
1. Agreement and Plan of Reorganization	2	1	1	4
2. Agreement to Preserve Corporate Opportunity between Gale and Mark Dings	2	1	1	4
3. Articles of Merger and Plan of Merger to be filed with the Secretary of State of the State of Florida	1	--	--	1
3a. Copies of 3	--	1	1	2
4. Articles of Merger and Plan of Merger to be filed with the Secretary of State of the State of Nevada	--	1	--	1
4a. Copies of 4	1	--	--	1
5. Escrow Agreement	2	1	1	4

	<u>Gale</u>	<u>Company And Stockholder</u>	<u>Company and Stockholder's Counsel</u>	<u>Total</u>
6. New York Stock Exchange Listing Application	2	1	1	4
7. Certificates of the parties to the Agreement with respect to the calculation of average closing price of Masco common stock	2	1	1	4
8. Stock Transfer documents				
II. <u>Delivered on behalf of Gale</u>				
9. Secretary's Certificate of Gale certifying as to the attached (i) Articles of Incorporation, (ii) Bylaws, (iii) Resolutions of the Board of Directors authorizing the transactions contemplated by the Agreement and (iv) Incumbency of Officers	2	1	1	4
10. Certificate of Good Standing of Gale from the Florida Secretary of State	--	1	--	1
10a. Copies of 10	1	--	1	
11. Stock Certificates representing the pledged stock	--			

	<u>Gale</u>	<u>Company And Stockholder</u>	<u>Company and Stockholder's Counsel</u>	<u>Total</u>
11a. Copies of 11				
III.				
<u>Delivered on behalf of the Company and the Stockholder</u>				
12. Secretary's Certificate of the Company certifying as to attached (i) Articles of Incorporation, (ii) Bylaws, (iii) Resolutions of the Shareholder authorizing the transactions contemplated by the Agreement and (iv) Incumbency of Officers	2	1	1	4
✓ 13. Certificates of Good Standing of the Company from the Nevada Secretary of State <i>Wyoming, Co.</i>	1	--	--	1
13a. Copies of 13	1	1	1	3
14. Company Stock Certificates endorsed in blank or with accompanying stock powers duly signed	1 (set)	--	--	1 (set)
14a. Copies of 14	1 (set)	1 (set)	1 (set)	3 (sets)

	<u>Gale</u>	<u>Company And Stockholder</u>	<u>Company and Stockholder's Counsel</u>	<u>Total</u>
✓ 15. Certificate of the Company pursuant to Section 3.2(d) of the Agreement	2	1	1	4
✓ 16. Statements from each Stockholder, officer and director of the Company pursuant to Section 3.2(b) of the Agreement	1	2	1	4
✓ 17. Resignations of the Company's directors and officers	2	1	1	4
18. Minute Books of the Company	1	--	--	1
19. Opinion of Company's Counsel	2	1	1	4
IV. <u>Miscellaneous</u>				
20. Termination of Lease Agreement between Mark Dings and the Company	2	1	1	4
21. Lease Agreement between Mark W. Dings L.L.C. and Gale	2	1	1	4
22. Cross Receipts between Gale and the Stockholder	2	1	1	4