

P94000000 973

JEROLD A. MUELLER

GENERAL COUNSEL

December 18, 1997

Division of Corporations
409 E. Gaines Street
Tampa, Florida 32399

To Whom It May Concern:

Enclosed are Articles of Merger along with the Agreement and Plan of Merger between PDC, Inc. and Mueller Distribution Contractors, Inc. Also enclosed is a check in the amount of \$122.50 to cover filing of these documents and obtaining a certified copy. We are requesting the effective date of Merger be January 1, 1998.

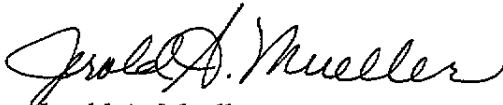
Please forward the certified copy to:

Jerold A. Mueller
P. O. Box 510650
New Berlin, WI 53151

If you have any questions, please contact Lori Napierala at (414) 641-7164.

Thank you.

Sincerely,


Jerold A. Mueller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosure

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MUELLER DISTRIBUTION CONTRACTORS, INC., a Florida corporation
(Document #P94000000973)

INTO

PDC, INC., a Georgia corporation not qualified in Florida

File date: December 22, 1997

Corporate Specialist: Louise Flemming-Jackson

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
MUELLER DISTRIBUTION CONTRACTORS, INC.
AND
PDC, INC.**

Executed by the undersigned for the purpose of merging the said corporations.

Article 1.

The Plan of Merger is hereto attached as being a conformed copy of said Plan as duly authorized and executed pursuant to Florida and Georgia Statutes.

Article 2.

The number of shares outstanding of each corporation being the only shares entitled to vote thereon, and there being no other class or series:

Number of Shares of Mueller Distribution Contractors, Inc.

Shares Entitled to Vote 100

Shares Voting for Merger 100

Number of Shares of PDC, Inc.

Shares Entitled to Vote 26,000

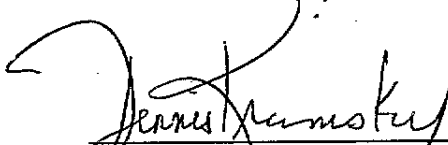
Shares Voting for Merger 26,000


Article 3.

PDC, Inc. agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Mueller Distribution Contractors, Inc.

These Articles of Merger were executed in duplicate this 18th day of December,
1997.

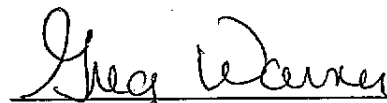
MUELLER DISTRIBUTION
CONTRACTORS, INC.


Dennis Kramsky, President


Dan Govin, Secretary

PDC, INC.


Richard Volkert, President


Greg Warner, Secretary

AGREEMENT AND PLAN OF MERGER
OF
MUELLER DISTRIBUTION CONTRACTORS, INC.
AND
PDC, INC.

This Agreement and Plan of Merger made this 18th day of December 1997
between Mueller Distribution Contractors, Inc., a Florida Corporation, and PDC, Inc., a
Georgia corporation;

WITNESSETH:

It is agreed as follows:

1. Mueller Distribution Contractors, Inc. hereinafter sometimes referred to as MDC shall merge with and into PDC, Inc. hereinafter referred to as PDC or the "Surviving Corporation." The Corporation shall exist by virtue of and under the laws of the State of Georgia. The corporate identity, existence, purpose, powers, franchises, rights and immunities of MDC shall be merged into PDC and PDC shall be fully vested therewith. **The name of the Surviving Corporation shall be Mueller Distribution Contractors, Inc.**
2. The Articles of Incorporation of PDC in effect immediately prior to the day on which the merger becomes effective shall become the Articles of Incorporation of the Surviving Corporation.

3. The manner of converting the shares of each of the corporations into shares of the Surviving Corporation shall be as follows:

A. The outstanding shares of the \$1.00 par value common stock of PDC are not to be converted as a result of the Merger and all shares of the \$1.00 par value common stock of PDC whether issued or not issued shall be deemed to be shares of the \$1.00 par value stock of the Surviving Corporation.

B. The outstanding shares of the \$1.00 par value common stock of MDC shall at the time of this Agreement and Plan of Merger becoming effective, be exchanged in the following manner and the certificates representing such shares shall be cancelled and all rights with respect thereto shall cease and terminate.

(1) Each holder of outstanding common stock of no par value of MDC upon surrender to the Surviving Corporation of one or more stock certificates for cancellation, shall be entitled to receive one or more of the subject shares of the common stock of PDC. Each share of MDC common stock shall be converted to one for one share of common stock of PDC.

(2) As soon as practicable after the Merger becomes effective, the stock certificates representing common stock of MDC issued and outstanding at the effective date, shall be surrendered for exchange to the Surviving Corporation as provided above. Until so surrendered for exchange, each such stock certificate, nominally representing common stock of MDC shall be deemed for all

corporate purposes to evidence ownership of the number of shares of the common stock of the Surviving Corporation which the holder thereof would be entitled to receive upon its surrender to the Surviving Corporation.

4. The By-Laws of PDC as they shall exist on the Effective Date of this Merger shall be and remain the By-laws of the Surviving Corporation until altered, amended or repealed as therein provided.

5. The Board of Directors of PDC upon the effective date of merger shall be:

Dennis Kramsky
Jerold Mueller

6. The officers of the Surviving Corporation upon the Effective Date of the Merger shall be:

Dennis Kramsky, President
Jerold Mueller, Secretary

7. The first annual meeting of the shareholders of the Surviving Corporation held after the date when the Merger shall be effective shall be the annual meeting provided by the By-Laws thereof. The first regular meeting of the Board of Directors of the Surviving Corporation to be held after the date when the Merger shall become effective may be convened in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of meeting.

8. The Agreement and Plan of Merger shall become effective upon the execution, filing and recording of the Agreement of Merger and the Articles of Merger with any appropriate governmental agencies, and the doing of such other acts as shall

be required by State Law and effective on the first day of January, 1998.

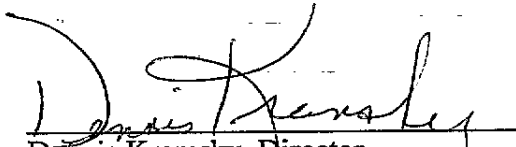
Thereafter the separate existence of MDC shall cease and it shall be merged with PDC in accordance with the provisions of this Agreement.

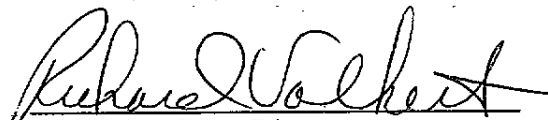
9. Anything herein to the contrary notwithstanding, this Agreement, at any time prior to the filing and recording hereof, may be terminated and abandoned by the Board of Directors of PDC if such Board shall decide that it would not be in the best interests of the Surviving Corporation.
10. Pending the completion of the Merger, no dividends shall be paid or other distributions made to the holders of the common stock of the Corporations party hereto.
11. On such date as the Merger becomes effective, PDC, shall, without other transfer succeed to have all the rights, privileges, immunities, and franchises of MDC and shall be subject to all of the restrictions, disabilities, and duties of said Corporation and all property, real, personal, and mixed, and all debts due to said Corporation on whatever account as well for stock subscriptions as all other things in action or belonging to such Corporation shall be vested PDC and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of MDC.

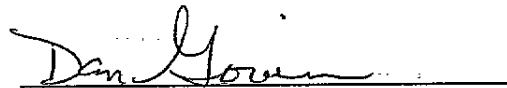
In Witness Whereof, Mueller Distribution Contractors and PDC, Inc.,
respectively, have executed this Agreement And Plan of Merger in Duplicate this 18th
day of December, 1997.

MUELLER DISTRIBUTION
CONTRACTORS, INC.

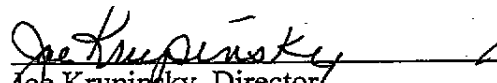
PDC, INC.

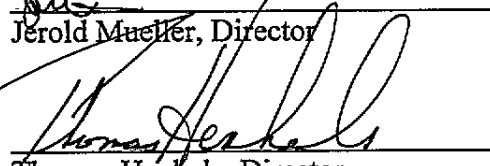

Dennis Kramsky, Director


Richard Volkert, Director


Dan Govin, Director


Jerold Mueller, Director



Joe Krupinsky, Director


Thomas Henkels, Director

CERTIFICATE OF SECRETARY
OF
MUELLER DISTRIBUTION CONTRACTORS, INC.

The undersigned, Dan Govin, does hereby certify that he is the Secretary of Mueller Distribution Contractors, Inc., a Florida Corporation, and that the foregoing Agreement and Plan of Merger dated the 18th day of December, 1997, by and between all of the members of the Board of Directors of Mueller Distribution Contractors, Inc. and all members of the Board of Directors of PDC, Inc., a Georgia Corporation, was duly approved by all of the shareholders of Mueller Distribution Contractors, Inc. by unanimous writing dated the 18th day of December, 1997.

Dated this 18th day of December, 1997.



Dan Govin
Secretary of Mueller Distribution Contractors, Inc.


CERTIFICATE OF SECRETARY

OF

PDC, INC.

The undersigned, Greg Warner, does hereby certify that he is the Secretary of PDC, Inc., a Georgia Corporation, and that the foregoing Agreement and Plan of Merger dated the 18th day of December, 1997, by and between all of the members of the Board of Directors of PDC, Inc. and all members of the Board of Directors of Mueller Distribution Contractors, Inc., a Florida Corporation, was duly approved by all of the shareholders of PDC, Inc. by unanimous writing dated the 18th day of December, 1997.

Dated this 18th day of December, 1997.



Greg Warner
Secretary of PDC, Inc.