

Document Number Only

P96000003447

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002396124--2

-01/12/98-01001-002

*****70.00 *****70.00

98 JAN -9 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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DIVISION OF CORPORATION
RECEIVED

Three States Supply Company, Inc.
merging into:
Three States Supply Company, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
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Thank you!
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CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

THREE STATES SUPPLY COMPANY, INC., a Florida corporation,
P96000003447

INTO

THREE STATES SUPPLY COMPANY, INC., a Tennessee corporation not
qualified in Florida.

File date: January 9, 1998

Corporate Specialist: Joy Moon-French

FILED

98 JAN -9 PM 4: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
MERGING
THREE STATES SUPPLY COMPANY, INC.
INTO
THREE STATES SUPPLY COMPANY, INC.

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>
Three States Supply Company, Inc.	Florida
Three States Supply Company, Inc.	Tennessee

2. The Surviving Corporation in the merger is Three States Supply Company, Inc., a Tennessee corporation (the "Surviving Corporation").

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 31, 1997 by the sole shareholder of Three States Supply Company, 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 31, 1997 by the sole shareholder of the Surviving Corporation, as required by the Tennessee Business Corporation Act.

4. These Articles of Merger shall become effective upon filing.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized representatives, this 31st day of December, 1997.

THREE STATES SUPPLY COMPANY, INC.,
a Florida corporation

By: 
Manuel Perez de la Mesa, Vice President

THREE STATES SUPPLY COMPANY, INC.,
a Tennessee corporation

By: 
Manuel Perez de la Mesa, Vice President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to Three States Supply Company, Inc., a Tennessee corporation (the "Corporation"), and Three States Supply Company, Inc., a Florida corporation (the "Merging Corporation").

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 Corporation 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 Corporation 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 Corporation, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Merging Corporation 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 Corporation 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 Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation 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, and shall cause Articles of Merger to be filed with the Secretary of State of Tennessee in such form as required by, and executed in accordance with, the relevant provisions of the Tennessee Business Corporation Act. The Merger shall become effective upon filing (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 Corporation 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 and the State of Tennessee.

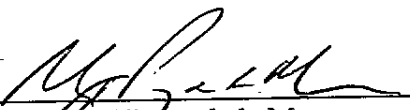
IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the 31st day of December, 1997.

THREE STATES SUPPLY COMPANY, INC.,
a Florida corporation

ATTEST:



Barry S. Logan
Secretary

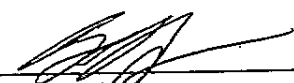
By: 

Manuel Perez de la Mesa
Vice President


[CORPORATE SEAL]

THREE STATES SUPPLY COMPANY, INC.,
Tennessee corporation

ATTEST:



Barry S. Logan
Secretary

By: 

Manuel Perez de la Mesa
Vice President

[CORPORATE SEAL]