

either in the name of the corporation or in the name of either constituent corporation as may be requisite or desirable to carry out the purposes of this agreement of merger as hereinbefore expressed.

ARTICLE XIII

This agreement of merger shall be submitted to the stockholders of the constituent corporations in the manner provided by the laws of Delaware and South Carolina, respectively, and if the votes of the stockholders representing, in the case of ROSS of South Carolina, a majority of the outstanding stock entitled to vote shall be for the adoption of this Agreement, and in the case of ROSS of Delaware not less than two-thirds (2/3) of the total number of shares of its capital stock shall be for the adoption of the Agreement, it shall take effect as the Agreement of Merger of the constituent corporations for all purposes under the laws of South Carolina, upon the filing in the office of the Secretary of State of South Carolina the Agreement certified and acknowledged as required by law and for all purposes under the laws of the State of Delaware upon the filing of this Agreement in the office of the Secretary of State of Delaware and the recording of the copy thereof certified by the Secretary of State in the office of the recorder of New Castle County, Delaware. The time when this Agreement of Merger shall take effect, as the Agreement of Merger of the constituent corporations for all purposes, shall be at the close of business of the last day of the month in which this document shall be filed in the respective offices as above provided.

ARTICLE XIV

Anything herein to the contrary notwithstanding, this Agreement of Merger may be terminated and abandoned either before or after the meeting or meetings of the stockholders of ROSS of South Carolina, or ROSS of Delaware, to vote upon such merger and prior to the effective date of the merger by the Board of Directors of ROSS of South Carolina. In the event of termination or abandonment of this Agreement of Merger as above provided, thereupon this Agreement of Merger shall become wholly void and of no effect, and there shall be no liability on the part of either of the constituent corporations or its Board of Directors, officers or stockholders by reason of this Agreement of Merger or of such termination or abandonment thereof.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused these presents to be executed by a majority of the directors of each party hereto, and the corporate seal of each party affixed.

ROSS BUILDERS SUPPLIES, INC.
OF DELAWARE

(Corporate Seal)

ATTEST: (Ross Builders Supplies, Inc., of Delaware)
(Corporate Seal)
1960 Delaware
/s/ Secretary Vandiver

/s/ WM. L. WATKINS

/s/ Robert B. Vandiver

/s/ DAVID L. PFEFFER

A Majority of the Board of Directors

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