

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Mechanical Supplies, Inc.

AND

WILLIS SUPPLY, KINGSPORT, INC.

INTO

HAJOCA CORPORATION

HAJOCA CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 3rd day of February, 1972, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Mechanical Supplies, Inc., a corporation incorporated on the 26th day of August, 1971, pursuant to the General Corporation Law of the State of Delaware and all of the outstanding shares of the stock of WILLIS SUPPLY, KINGSPORT, INC., a corporation incorporated on the 5th day of February, 1960 pursuant to the General Corporation Law of Tennessee.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the board on the 8th day of December, 1975, determined to and did merge into itself said Mechanical Supplies, Inc. and WILLIS SUPPLY, KINGSPORT, INC. :

(CONTINUED ON NEXT PAGE)

2 NO16 82 592

4.0001

0 3 3 0

4328 RV-2