

complied with the applicable provisions of the laws of the State of South Carolina.

4. The Plan of Merger of THE NUT & BOLT HOUSE, INC. with and into PIEDMONT WELDING SUPPLY COMPANY (the "Plan") is set forth in Exhibit A which is attached hereto and incorporated herein by reference, and, pursuant to Section 55-108.1(a) of the North Carolina Business Corporation Act, the Plan was duly approved by the sole shareholder of THE NUT & BOLT HOUSE, INC. in the manner prescribed by law.

5. The number of shares outstanding and the number of shares of each corporation entitled to vote on the Plan were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
PIEDMONT WELDING SUPPLY COMPANY	85,417 Class A Voting \$1.00 par value Common Stock	None
	22,770 Class B Nonvoting \$1.00 par value Common Stock	None
THE NUT & BOLT HOUSE INC.	76 Shares \$100.00 par value Common Stock	76 shares \$100.00 par value Common Stock.

Under Section 33-17-50 of the South Carolina Business Corporation Act and Section 55-108.1(a) of the North Carolina Business Corpo-