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ARTICLES OF MERGER

OF

THE BADALL COMPANY, INC. AND XTEK GOLDMAN, INC.

INTO

XTEK/PIPING SYSTEMS, INC.

APPROVED
AND
FILED

JUN 14 1985

Edwin J. ...
SECRETARY OF STATE OF INDIANA

In compliance with the requirements of the Indiana General Corporation Act (hereinafter, the "Act"), the undersigned corporations, desiring to effect a merger, hereby certify that:

ARTICLE I.

SURVIVING CORPORATION

The name of the corporation surviving the merger is XTEK/PIPING SYSTEMS, INC. and such name has not been changed as a result of the merger. The surviving corporation is a foreign corporation incorporated under the laws of the State of Ohio and not admitted to do business in Indiana. The surviving corporation does not intend to transact business in Indiana.

ARTICLE II.

MERGING CORPORATION

The name, state of incorporation and date of incorporation or admission, respectively, of each Indiana domestic corporation and each Indiana-qualified foreign corporation, other than the surviving corporation, which is a party to the merger is as follows:

THE BADALL COMPANY, INC.

(Name of Corporation)

Indiana

(State of Incorporation)

November 6, 1959

(Date of Incorporation)

IN WITNESS WHEREOF, Badall, Goldman and Piping have caused their respective names to be signed hereto by their respective officers, each being thereunto duly authorized by resolution of their respective boards of directors and shareholders, on the day and year first above written.

THE BADALL COMPANY, INC.

By: *R. Wood*

Vice President

ATTEST:

John R. Wood

Secretary

XTEK GOLDMAN, INC.

By: *R. Wood*

Vice President

ATTEST:

John R. Wood

Secretary

XTEK/PIPING SYSTEMS, INC.

By: *R. Wood*

Vice President

ATTEST:

John R. Wood

Secretary

ARTICLE III

AGREEMENT OF MERGER

The Agreement of Merger, containing the title, parties, terms and conditions, is set forth in Exhibit A attached hereto and made a part thereof.

ARTICLE IV

MANNER OF ADOPTION AND VOTE

The manner of adoption and vote by which the Agreement of Merger was approved by THE BADALL COMPANY, INC. is as follows:

(a) By written consent, executed on May 29, 1985, signed by all of the directors of the above-named domestic corporation, resolutions were adopted approving the Agreement of Merger and directing that it be submitted to the sole shareholder of such corporation entitled to vote in respect thereof.

(b) By written consent, executed on May 29, 1985, signed by the holder of 2,500 shares of the above-named domestic corporation, being all of the shares of such corporation entitled to vote in respect of the Agreement of Merger, the sole shareholder authorized the adoption of the Agreement of Merger by such corporation.

(c) Since the sole shareholder of the above-named domestic corporation voted unanimously to adopt the Agreement of Merger, no subsequent action by the board of directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the board of directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned Vice-President and Secretary of such corporation, without further action by the board of directors.

(d) The manner of the approval and adoption of the Agreement of Merger, and the vote by which it was approved and adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the By-Laws of the above-named domestic corporation.

ARTICLE V

REPRESENTATIONS BY FOREIGN CORPORATIONS PARTY TO THE MERGER

(a) The Agreement of Merger was approved and adopted by XTEK GOLDMAN, INC. and XTEK/PIPING SYSTEMS, INC. in accordance with the laws of the State of Ohio.

(b) The surviving corporation, XTEK/PIPING SYSTEMS, INC., hereby agrees:

(i) That it may be served with process in the State of Indiana in any proceeding for the enforcement of any obligation of THE BADALL COMPANY, INC. and in any proceeding for the enforcement of the rights of a dissenting shareholder of THE BADALL COMPANY, INC. against the surviving corporation;

(ii) To the irrevocable appointment of the Secretary of State of Indiana as its agent to accept service of process in any such proceeding, which process should be mailed by the Secretary of State to the following address 211 Township Avenue, Cincinnati, Ohio 45216, Attention: Mr. Robert C. Wood; and

(iii) That it will promptly pay to the dissenting shareholders of THE BADALL COMPANY, INC. the amount, if any, to which they shall be entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer, duly attested by another such officer, acting for and on behalf of such corporation; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its board of directors and shareholders.

Dated this 14th day of June, 1985.

THE BADALL COMPANY, INC.

By: *Robert C. Wood*
Robert C. Wood, Vice President

ATTEST:

John R. Brooks
John R. Brooks, Secretary

STATE OF OHIO)
)SS:
COUNTY OF HAMILTON)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above-captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 14th day of June, 1985.

(Seal)

William H. Cordes
(Written Signature)
WILLIAM H. CORDES, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

(Printed Name)

My Notarial Commission Expires: _____

XTEK GOLDMAN, INC.

By:

Robert C. Wood

Robert C. Wood, Vice President

ATTEST:

John R. Brooks

John R. Brooks, Secretary

STATE OF OHIO)
)SS:
COUNTY OF HAMILTON)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above-captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 14th day of June, 1985.

William H. Cordes

(Written Signature)

WILLIAM H. CORDES, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

(Printed Name)

My Notarial Commission Expires: _____

XTEK/PIPING SYSTEMS, INC.

By:

Robert C. Wood

Robert C. Wood, Vice President

ATTEST:

John R. Brooks

John R. Brooks, Secretary

STATE OF OHIO)
)SS:
COUNTY OF HAMILTON)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above-captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 14th day of June, 1985.

William H. Cordes

(Written Signature)

WILLIAM H. CORDES, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

(Printed Name)

My Notarial Commission Expires: _____

This instrument was prepared by William H. Cordes, Smith & Schnacke, L.P.A., 2900 DuBois Tower, 511 Walnut Street, Cincinnati, Ohio 45202.

AGREEMENT OF MERGER

This AGREEMENT OF MERGER made this 14th day of June, 1985 by and among THE BADALL COMPANY, INC., an Indiana corporation ("Badall"), XTEK GOLDMAN, INC., an Ohio corporation ("Goldman"), and XTEK/PIPING SYSTEMS, INC., an Ohio corporation ("Piping" or the "Surviving Corporation") (Badall, Goldman and Piping together being sometimes hereinafter referred to as the "Constituent Corporations"),

WITNESSETH:

WHEREAS, Badall is a corporation duly organized and validly existing under the laws of the State of Indiana, and Goldman and Piping are corporations duly organized and validly existing under the laws of the State of Ohio; and

WHEREAS, the outstanding capitalization of Badall as of the date hereof consists of 2,500 common shares, \$100.00 par value; the outstanding capitalization of Goldman as of the date hereof consists of 100 common shares, without par value; and the outstanding capitalization of Piping as of the date hereof consists of 10 common shares, without par value; and

WHEREAS, the respective boards of directors and shareholders of Badall, Goldman and Piping deem it advisable to merge Badall and Goldman into Piping under and pursuant to the laws of the State of Ohio in the manner provided for in Sections 1701.78, 1701.81 and 1701.82 of the Ohio Revised Code (the "Merger");

**DULY ENTERED
FOR TAXATION**

JUN 24 1985

[Signature]
AUDITOR LAKE COUNTY

1180

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NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, Badall, Goldman and Piping agree to merge upon the terms and conditions hereinafter set forth:

1. Badall is a corporation duly organized, validly existing and in good standing under the laws of the State of Indiana. Goldman and Piping each is a corporation duly organized, validly existing and in good standing under the laws of the State of Ohio.

2. Badall and Goldman will merge, at the effective time of the Merger, into Piping, which shall be the surviving corporation in the Merger. The Surviving Corporation shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of Badall and Goldman in accordance with the General Corporation Law of the State of Ohio, and all property, rights, privileges and franchises and every other interest, shall be as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and title to all real estate vested in any of the Constituent Corporations shall not be deemed to revert or to be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The name of the Surviving Corporation shall be XTEK/PIPING SYSTEMS, INC.

3. The Articles of Incorporation, as amended, of Piping shall be the Articles of Incorporation of the Surviving Corporation after the Merger.

4. The directors of Piping shall be the directors of the Surviving Corporation after the Merger.

5. The Code of Regulations of Piping shall be the Regulations of the Surviving Corporation after the Merger.

6. The name and address of the statutory agent in Ohio upon whom any process, notice or demand against Badall, Goldman, Piping or the Surviving Corporation may be made or served shall be Mr. Robert C. Wood, 211 Township Avenue, Cincinnati, Ohio 45216.

7. The method of carrying the Merger into effect and the manner and basis of converting shares of the Constituent Corporations shall be as follows:

Immediately upon the Merger becoming effective, each common share of Badall and Goldman outstanding immediately prior to the Merger shall be cancelled and extinguished. Immediately upon the Merger becoming effective, each common share of Piping outstanding immediately prior to the Merger shall remain issued and outstanding.

8. The Merger shall become effective when the Certificate of Merger is filed with the Secretary of State of the State of Ohio.