

were entitled to vote as a class and did so vote unanimously for the PLAN OF MERGER. The owners of the \$1.00 par value Class B Nonvoting Common Stock of PIEDMONT WELDING SUPPLY COMPANY were entitled to vote as a class and did so vote unanimously for the PLAN OF MERGER.

9. The PLAN OF MERGER does not provide for (i) any changes in the charter of SUNOX, INC. or (ii) the issuance of any shares by SUNOX, INC.

10. Pursuant to Section 33-17-70(d) of the South Carolina Business Corporation Act, SUNOX, INC. as the Surviving Corporation, agrees as follows:

(a) It will promptly pay to the dissenting shareholders of any participating or acquired domestic corporation the amount, if any, to which they are entitled under Section 33-11-270 of the South Carolina Business Corporation Act. However, inasmuch as INDUSTRIAL WELDING SUPPLIES, INC. is a wholly-owned subsidiary of SUNOX, INC. there will be no shareholders of INDUSTRIAL WELDING SUPPLIES, INC. who will dissent from the merger within the meaning of Section 33-11-270 of the South Carolina Business Corporation Act.

(b) It may be served with process in South Carolina in any proceeding: (i) to enforce any obligation of a participating or acquired domestic corporation or any participating foreign corporation previously subject to suit in South Carolina and (ii) to enforce the right of dissenting shareholders of any participating domestic corporation against the surviving or new or acquired corporation.

(c) It irrevocably appoints the Secretary of State in South Carolina as its agent to accept service of process in any such aforementioned proceeding, and the post office address to which the Secretary of State of South Carolina shall mail a copy of any process in any such proceeding is:

Sunox, Inc.
P. O. Box 33871
4237 Statesville Road
Charlotte, North Carolina 28233

11. These ARTICLES OF MERGER and the PLAN OF MERGER incorporated herein by reference, shall be effective, in accordance with ARTICLE II of said PLAN OF MERGER at 5:00 p.m. on December 31, 1983, pursuant to Section 55-4(b) of the North Carolina Business Corporation Act and Section 33-1-60(b) of the South Carolina Business Corporation Act, and the merger therein contemplated shall be deemed to be completed and consummated at said time.