

**ARTICLES OF MERGER
OF
SHERMAN INDUSTRIES, INC.
AND
SHERMAN INTERNATIONAL CORP.**

In accordance with the provisions of Section 10-2A-143 of the Code of Alabama of 1975, Sherman Industries, Inc., an Alabama corporation, and Sherman International Corp., an Alabama corporation, adopt the following Articles of Merger for the purpose of merging Sherman Industries, Inc., an Alabama corporation, into Sherman International Corp., an Alabama corporation:

1. The law of the State of Alabama permits such merger.
2. The names of the corporations proposing to merge are Sherman Industries, Inc. and Sherman International Corp., and the name of the corporation into which they propose to merge is Sherman International Corp., which shall be the surviving corporation.
3. The Plan of Merger attached hereto and made a part hereof was approved by the shareholders of the corporations in the manner provided by the Alabama Business Corporation Act.
4. Sherman Industries, Inc., an Alabama corporation, has issued and outstanding one thousand (1,000) shares of its common stock, par value \$1.00 per share. Sherman International Corp., an Alabama corporation, has issued and outstanding ten thousand (10,000) shares of its common stock, par value \$1.00 per share.
5. One thousand (1,000) shares of the common stock of Sherman Industries, Inc., an Alabama corporation, were voted in favor of the said Plan of Merger and no shares of the common stock of said corporation were voted against said Plan of Merger. Ten thousand (10,000) shares of the common stock of Sherman International Corp., an Alabama corporation, were voted in favor of the said Plan of Merger and no shares of the common stock of said corporation were voted against said Plan of Merger.
6. The county in which the Certificate of Incorporation of Sherman Industries, Inc., an Alabama corporation, are filed is Jefferson County, Alabama, and the county in which the Articles of Incorporation of Sherman International Corp., an Alabama corporation, are filed is Jefferson County, Alabama.

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IN WITNESS WHEREOF, each of the corporations has duly caused these Articles of Merger to be executed by its duly authorized officers as of this 30 day of December, 1986.

SHERMAN INDUSTRIES, INC.

By 

J. Thomas Holton
Its President

and

By 

William F. Hamilton, Jr.
Its Assistant Secretary

SHERMAN INTERNATIONAL CORP.

By 

J. Thomas Holton
Its President

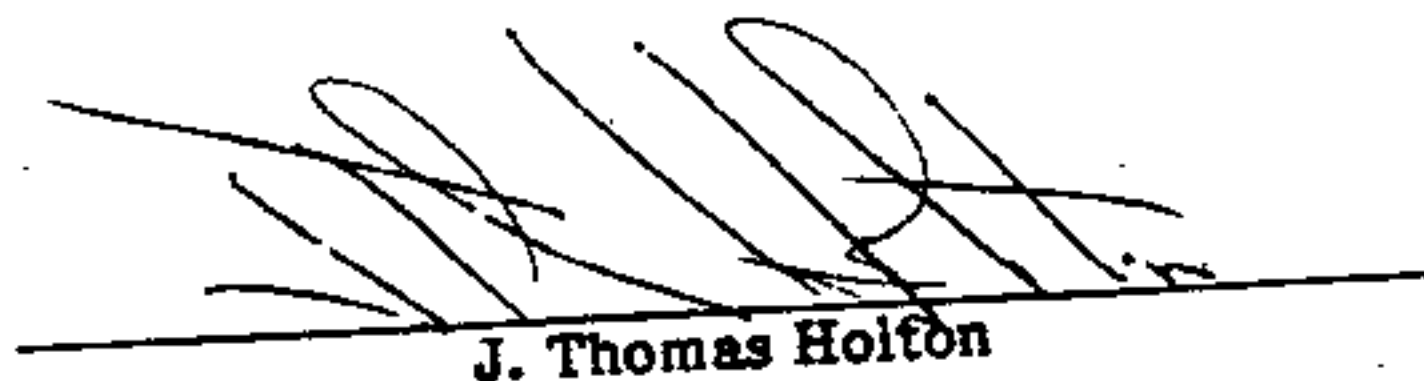
and

By 

William F. Hamilton, Jr.
Its Assistant Secretary

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Before me, the undersigned authority in and for said County in said State, personally appeared J. Thomas Holton, who is known to me and who, being first duly sworn, does depose and say that he is the President of Sherman Industries, Inc., an Alabama corporation, that he signed the foregoing Articles of Merger as President of said corporation and with full authority and that the statements made in the foregoing Articles of Merger are true and correct.


J. Thomas Holton

Subscribed and sworn before me on this 30th day of December, 1986, in witness whereof I hereunto subscribe my name and attach the seal of my office.


Notary Public

My Commission expires: 8-13-88

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF Jefferson)

Before me, the undersigned authority in and for said County in said State, personally appeared J. Thomas Holton, who is known to me and who, being first duly sworn, does depose and say that he is the President of Sherman International Corp., an Alabama corporation, that he signed the foregoing Articles of Merger as President of said corporation and with full authority and that the statements made in the foregoing Articles of Merger are true and correct.


J. Thomas Holton

Subscribed and sworn before me on this 30th day of December, 1988, in witness whereof I hereunto subscribe my name and attach the seal of my office.


Notary PublicMy Commission expires: 8-13-88

[NOTARIAL SEAL]

EXHIBIT A
PLAN OF MERGER

This Plan of Merger, entered into as of this 30th day of December, 1986, by and between Sherman Industries, Inc., an Alabama corporation (hereinafter sometimes referred to as "Sherman Industries"), and Sherman International Corp., an Alabama corporation (hereinafter sometimes referred to as "Sherman International") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"), constituting a plan of reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended;

WITNESSETH:

WHEREAS, Sherman Industries, an Alabama corporation, has an authorized capital stock of two thousand (2,000) shares of common stock, par value \$1.00 per share, of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS, Sherman International, an Alabama corporation, has an authorized capital stock of ten thousand (10,000) shares of common stock, par value \$1.00 per share, of which ten thousand (10,000) shares are issued and outstanding; and

WHEREAS, it has been determined by the boards of directors of Sherman Industries and Sherman International that it would be desirable and in the best interest of the Constituent Corporations and their shareholders to merge Sherman Industries into Sherman International, with Sherman International being the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the respective agreements herein contained, each of the Constituent Corporations agrees as follows:

1. The names of the corporations proposing to merge are Sherman Industries Inc. and Sherman International Corp., and the name of the corporation into which they propose to merge is Sherman International Corp., which is the surviving corporation (hereinafter designated as the "Surviving Corporation").

2. The terms and conditions of the proposed merger are as follows:

(a) Upon the effectiveness of the merger, Sherman Industries and Sherman International shall merge into a single corporation, which corporation shall be Sherman International. The separate corporate existence of Sherman Industries shall cease, and Sherman International shall be the surviving corporation. The Surviving Corporation shall continue to be governed pursuant to the laws of the State of Alabama.

(b) Upon the effectiveness of the merger, the articles of incorporation of Sherman International in effect immediately prior to the effectiveness of the merger shall be the articles of incorporation of the Surviving Corporation until amended or restated as therein or by law provided.

(c) Upon the effectiveness of the merger, the bylaws of Sherman International, as the same shall exist on the date of the effectiveness of the merger, shall be the bylaws of the Surviving Corporation.

(d) Upon the effectiveness of the merger, the directors and officers of Sherman International, as the same shall be on the date of the effectiveness of the merger, shall be the directors and officers of the Surviving Corporation.

3. The manner and basis of converting the shares of the Constituent Corporations into shares, rights, other securities, or obligations of the Surviving Corporation shall be as follows:

Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of Sherman Industries shall be converted into one share of common stock, par value of \$1.00 per share, of the Surviving Corporation. Upon the effectiveness of the merger, each one outstanding share of common stock, par value \$1.00 per share, of Sherman International shall be converted into nine tenths (9/10) of one share of common stock, par value of \$1.00 per share, of the Surviving Corporation.

4. When the merger provided for in this Plan of Merger is effected and consummated in accordance with the applicable provisions of the Alabama Business Corporation Act:

(a) The Surviving Corporation shall thereupon and thereafter have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the Alabama Business Corporation Act.

(b) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

(c) The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations, may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

5. The merger provided for in this Plan shall become effective upon the filing of articles of merger required for the consummation of the merger under the laws of the State of Alabama.

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