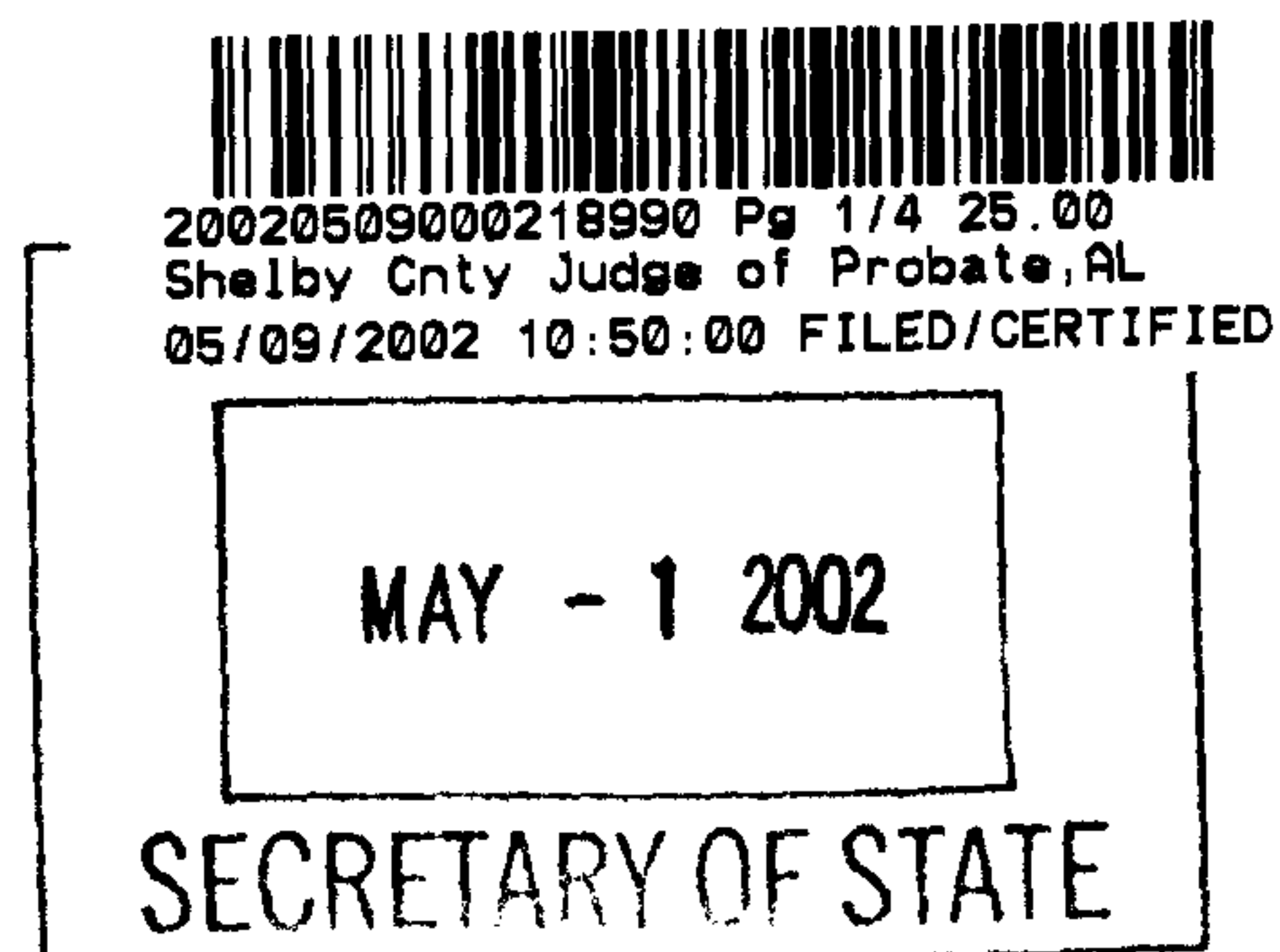


ARTICLES OF MERGER
OF
INTROL, INC.
AND INTO
DIVERSIFIED SUPPLY, INC.



Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned domestic corporation and surviving foreign corporation submit these Articles of Merger and state as follows:

1. The Plan of Merger is attached hereto and was approved by each of the named corporations.

2. As to Diversified Supply, Inc., the surviving foreign corporation, approval of the Plan by its shareholders is required by the Tennessee Business Corporation Act, and the Plan was duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast, there being no voting group.

3. As to Introl, Inc., the absorbed domestic corporation which was organized under the laws of Alabama, approval of the Plan by its shareholder is required by the Alabama Business Corporation Act and the Plan was duly approved by the affirmative vote of the required percentage of all of the votes entitled to be cast, there being no voting group.

4. These Articles of Merger shall be effective upon filing by the Secretary of State.

DATED the 25th day of April , 2002.

Diversified Supply, INC.

By: Dan K. Anderson
Dan K. Anderson, President

Introl, Inc.

By: Dan K. Anderson
Dan K. Anderson, President

PLAN OF MERGER

Pursuant to the provisions of Sections 48-21-102 and 48-28-109 of the Tennessee Business Corporation Act, and the Alabama Business Corporation Act, Diversified Supply, Inc. a Tennessee corporation, the surviving corporation ("DSI"), and Introl, Inc., an Alabama corporation, the absorbed corporation ("Introl"), set forth this Plan of Merger.

STIPULATIONS

A. DSI is a corporation organized and existing under the laws of the State of Tennessee with its principal office at 1150 Latta Street, Chattanooga, Tennessee.

B. DSI has a capitalization of two thousand (2,000) authorized shares of no par value common stock of which one hundred (100) shares are issued and outstanding.

C. Introl is a corporation organized and existing under the laws of the State of Alabama with its principal office at 21A Yeager Parkway, Pelham, AL 35243.

D. Introl has a capitalization of ten thousand (10,000) authorized shares of \$1.00 par value common stock of which eight hundred four (804) shares are issued and outstanding.

E. The board of directors and shareholders of Introl and the shareholders of DSI deem it desirable and in the best business interests of the corporations and their shareholders that Introl be merged into DSI pursuant to the provisions of the Tennessee Business Corporation Act and the Alabama Business Corporation Act and in order that the transaction qualify as a "reorganization" within the meaning of the Internal Revenue Code.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below the constituent corporations agree as follows:

1. Merger. Introl shall merge with and into DSI, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of Introl shall cease, and DSI shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Introl, without the necessity for any separate transfer. DSI shall then be responsible and liable for all liabilities and obligations of Introl, and neither the rights of creditors nor any liens on the property of Introl shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of Introl into shares of DSI is as follows:

(a) Each share of the \$1.00 par value common stock of Introl issued and outstanding on the effective date of the merger shall be converted into .05764 shares of the no par value

common stock of DSI (surviving corporation), which shares of common stock of DSI shall then be issued and outstanding.

(b) Surrender of Certificates. On the effective date of the merger, each holder of an outstanding certificate or certificates previously representing shares of common stock of Introl ("Introl Certificate(s)"), upon surrender of the holder's Introl Certificate(s) with a properly completed letter of transmittal, shall receive a certificate or certificates representing the number of whole shares of common stock of DSI into which the shares represented by the holder's Introl Certificate(s) shall have been converted. After the effective date of the merger each Introl Certificate shall represent ownership of the number of shares of common stock of DSI which the holder of the Introl Certificate shall be entitled to receive.

4. Changes in charter. The charter of DSI shall continue to be its charter following the effective date of the merger.

5. Changes in Bylaws. The bylaws of DSI shall continue to be its bylaws following the effective date of the merger.

6. Officers. The officers of DSI on the effective date of the merger shall continue as the officers of DSI for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified and Larry L. Miller shall be elected as Vice -President.

7. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, and take all action necessary or appropriate under the laws of the State of Tennessee and the State of Alabama to consummate this merger.

8. Approval by Shareholders. This plan of merger has been submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Tennessee and the State of Alabama.

9. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Tennessee Secretary of State or the date when articles of merger are filed with the Tennessee Secretary of State and Alabama Secretary of State.

10. Termination. Anything herein to the contrary notwithstanding, this Plan of Merger may be terminated and the transactions contemplated hereby abandoned at any time prior to the effective date of the merger:

(a) By mutual agreement of the Board of Director of Introl or shareholders of DSI;

(b) At the election of the Board of Directors or shareholders of either DSI or Introl if the Merger shall not have been consummated before April 25, 2002, or such later date as shall be mutually agreed upon by of the Boards of Directors or shareholders of DSI and Introl;

11. Amendment. This Plan of Merger may be amended by action taken by the Board of Directors or Introl or by the shareholders of DSI or duly authorized officers of the parties hereto and thereto, at any time before or after approval of the Plan of Merger by the shareholders of Introl. However, after such shareholder approval, this Merger Agreement shall not be amended to decrease the conversion ratio without further approval of the shareholders of Introl. Neither the Merger Agreement nor this Plan of Merger may be amended except by an instrument in writing signed on behalf of each of the parties hereto.

12. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers and attested by their respective secretaries pursuant to the authorization of their respective shareholders on the date first written above.

Diversified Supply, Inc.

By: Dan K. Anderson
Dan K. Anderson, President

Introl, Inc.

By: Dan K. Anderson
Dan K. Anderson, President