

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging U I H Corp. into Unique Industries, Inc., both Alabama corporations, duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging U I H Corp. into Unique Industries, Inc. and attaches hereto a duplicate original of the Articles of Merger.

Inst # 1993-04784

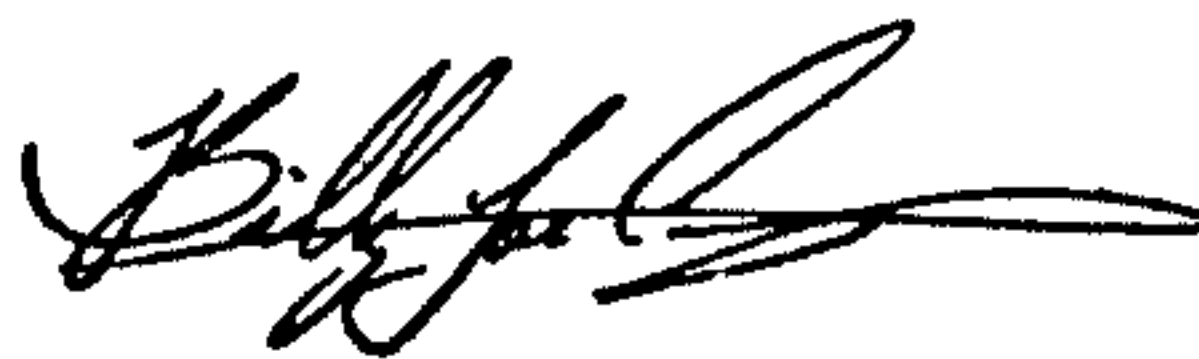
02/18/1993-04784
02:04 PM CERTIFIED

SHELBY COUNTY JUDGE OF ESORATE
DO9 NCL 28.100

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

02/16/93

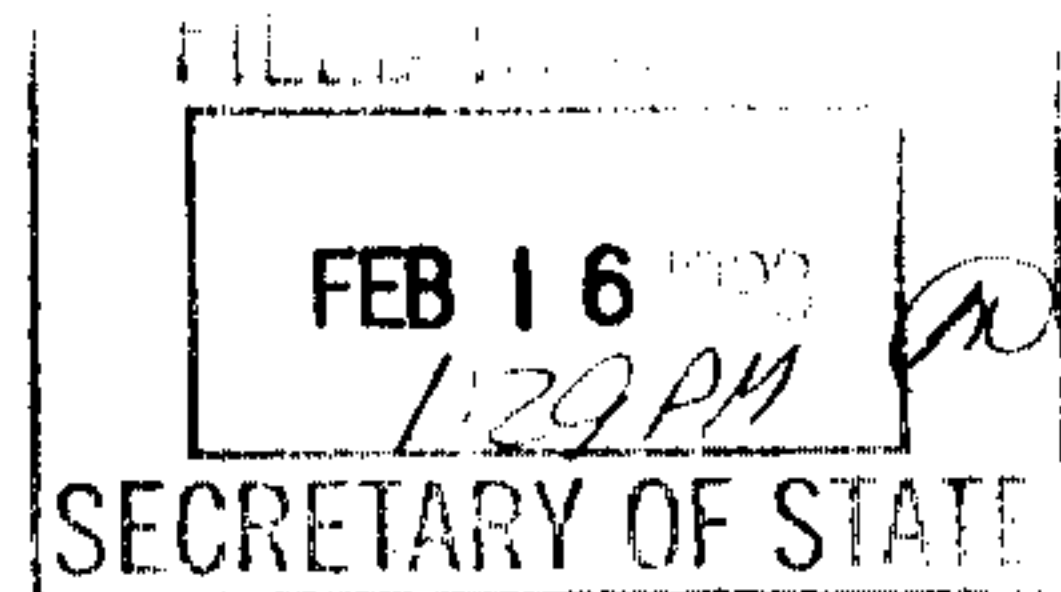
Date



Billy Joe Camp

Secretary of State

M^{rs} Card & Hoffman
290 - 21st St. N. Suite 500
B'ham, AL 35203



ARTICLES OF MERGER

Pursuant to Alabama Code Section 10-2A-143, the corporations named below hereby adopt these Articles of Merger.

The proposed name of the surviving corporation is UNIQUE INDUSTRIES, INC.

The undersigned corporations have agreed to merge according to the provisions of the Agreement of Merger attached hereto as Exhibit "A".

As to each corporation, the number of shares outstanding, the number of shares entitled to vote, and the designation and number of outstanding shares entitled to vote as a class are as follows:

Name of Corporation Voting	Total Shares Outstanding	Designation	Number of Shares
UNIQUE INDUSTRIES, INC.	100	Common	100
U I H CORP.	1000	Common	1000

As to each corporation, the total number of shares voted for the Agreement of Merger, and the number of shares of each class entitled to vote as a class voted for the agreement area as follows:

Name of Corporation	Total For	Class	Total Against
UNIQUE INDUSTRIES,	100	Common	-0-
U I H CORP.	1000	Common	-0-

As to each corporation, the counties in which their articles of incorporation are filed, is as follows:

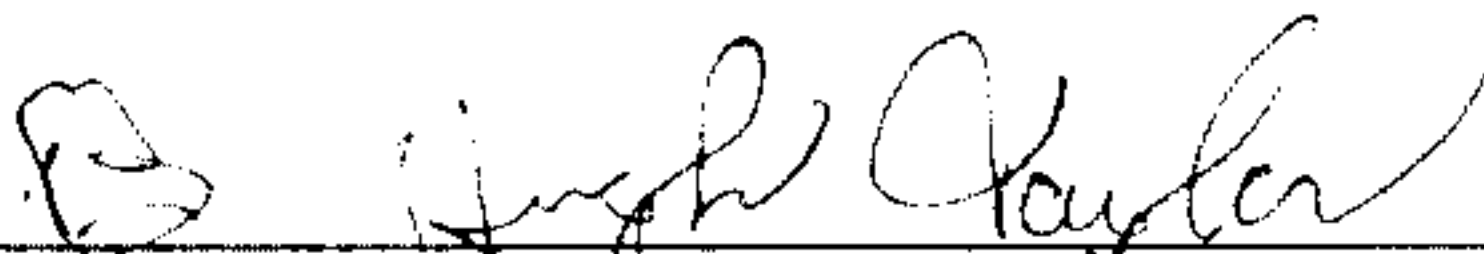
UNIQUE INDUSTRIES, INC.

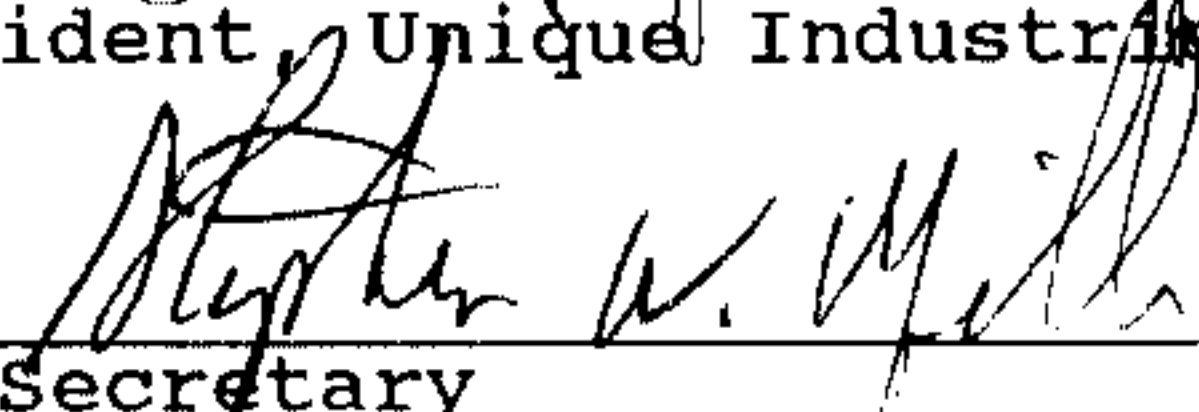
Saint Clair County, Alabama

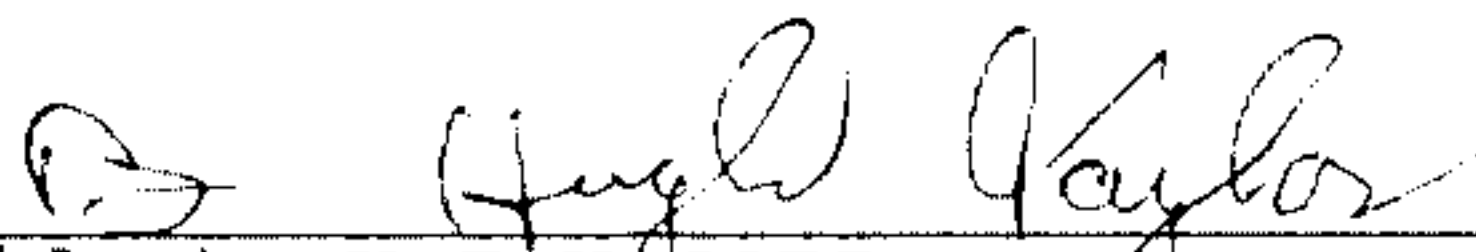
U I H CORP.

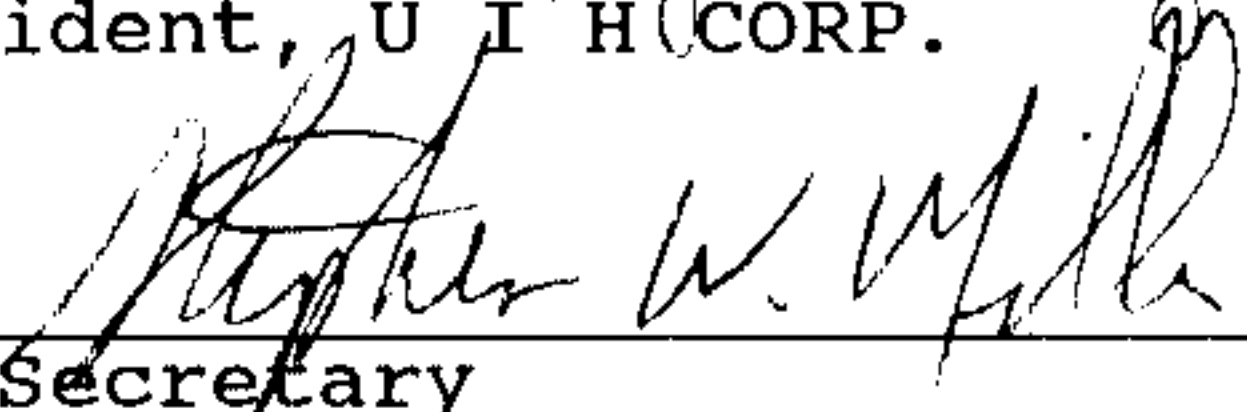
Shelby County, Alabama

Dated: October 31, 1992.

By: 
President, Unique Industries, Inc.

Attest: 
Secretary

By: 
President, U I H CORP.

Attest: 
Secretary

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that B. HUGH TAYLOR and STEPHEN W. MILLER, as President and Secretary, respectively, of UNIQUE INDUSTRIES, INC., whose names are signed to the foregoing instrument, and who are known to me, acknowledge before me on this day, that being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand on this 11th day of February, 1993.

Janet J. Walker
Notary Public
My Commission Expires: SEPTEMBER 25, 1996

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that B. HUGH TAYLOR and STEPHEN W. MILLER, as President and Secretary of U I H CORP., whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand on this 11th day of February, 1993.

Janet J. Walker
Notary Public
My Commission Expires: SEPTEMBER 25, 1996

STATE OF ALABAMA)

SHELBY COUNTY)

AGREEMENT OF MERGER

THIS AGREEMENT is made as of the 31st day of October, 1992, by and between UNIQUE INDUSTRIES, INC., an Alabama Corporation, and U I H CORP., an Alabama Corporation, said corporations being sometimes hereinafter collectively referred to as "constituent corporations."

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable that U I H CORP. be merged into UNIQUE INDUSTRIES, INC. under the laws of the State of Alabama in the manner provided therefor pursuant to Alabama Code Section 10-2A-140, et seq.:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained the constituent corporations have agreed, and do hereby agree to merge upon the terms and conditions below stated.

1. The constituent corporations hereby agree that the disappearing corporation, U I H CORP., shall be merged into UNIQUE INDUSTRIES, INC.

2. The name of the surviving corporation shall be "UNIQUE INDUSTRIES, INC."

3. The place in Alabama where the principal office of UNIQUE INDUSTRIES, Inc. is to be located is Calera, County of Shelby.

4. The purposes and business to be engaged in by UNIQUE INDUSTRIES, INC. include any lawful act or activity for which corporations may be formed under the Alabama Business Code, and those set forth in the original Articles of Incorporation of UNIQUE INDUSTRIES, INC.

5. The present directors of UNIQUE INDUSTRIES, INC. shall continue as such until their successors are duly elected or designated after the effective date of the merger.

6. B. Hugh Taylor, of Highway 25 North, Calera, County of Shelby, Alabama, 35040, being the county in which the principal office of said UNIQUE INDUSTRIES, INC. is to be located, shall be, and is hereby, appointed as the person on whom

process, tax notices, and demands against said UNIQUE INDUSTRIES, INC., or either of the said constituent corporations, may be served.

7. The mode of carrying said merger into effect, and the manner and basis of converting shares of U I H CORP. into shares of UNIQUE INDUSTRIES, INC., shall be as follows:

Each shareholder of U I H CORP. shall surrender his certificate or certificates to UNIQUE INDUSTRIES, INC. Upon surrender to UNIQUE INDUSTRIES, INC. of the respective certificates for outstanding shares of U I H CORP., there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid and nonassessable common shares of UNIQUE INDUSTRIES, INC., in the ratio of 1/10 shares of UNIQUE INDUSTRIES, INC. for each such share of U I H CORP., being a total issue of 100 shares of UNIQUE INDUSTRIES, INC. for the entire 1000 shares now issued and outstanding of U I H CORP.

8. The assets of U I H CORP. shall be reported in the accounts of UNIQUE INDUSTRIES, INC. at their book value as of the effective date of this merger. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of UNIQUE INDUSTRIES, INC.

9. The Articles of Incorporation of UNIQUE INDUSTRIES, INC. as herein amended shall continue to be the Articles of Incorporation of UNIQUE INDUSTRIES, INC., until amended as provided by law.

10. The present Bylaws of UNIQUE INDUSTRIES, INC., as amended, shall be the Bylaws of UNIQUE INDUSTRIES, INC.

11. UNIQUE INDUSTRIES, INC., through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between UNIQUE INDUSTRIES, INC. and the shareholder or shareholders desiring to sell such shares to the corporation.

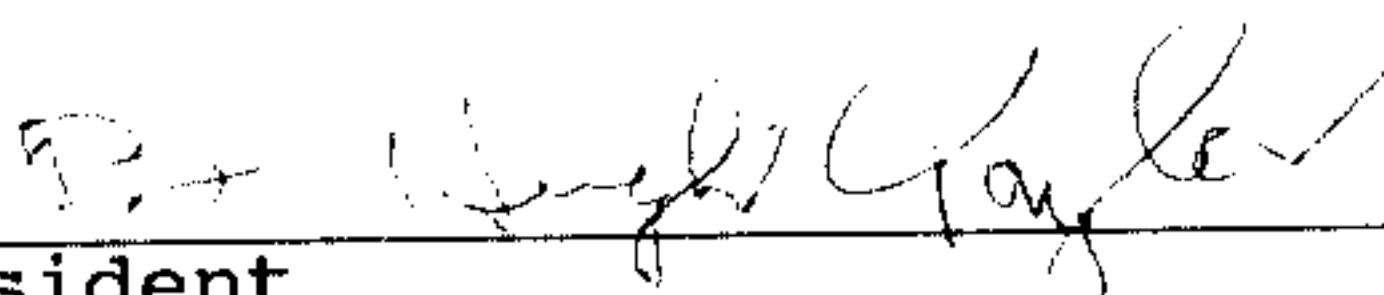
12. This Agreement shall become effective as of 12:00, Midnight, October 31, 1992. The term "effective date," wherever used in this Agreement, shall mean the effective date of the Agreement of Merger.

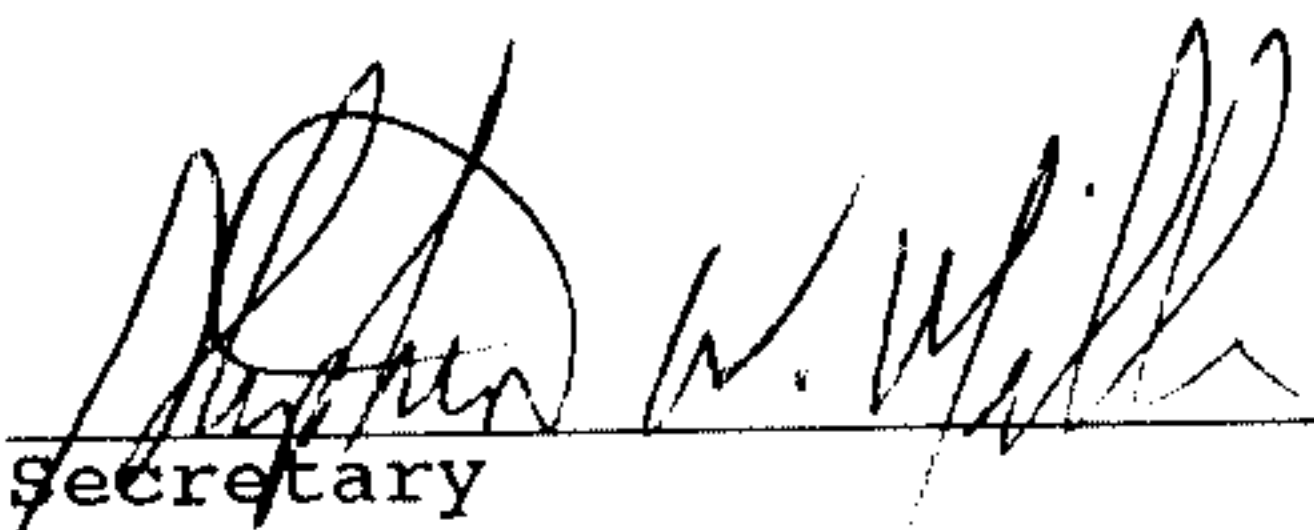
13. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

UNIQUE INDUSTRIES, INC.

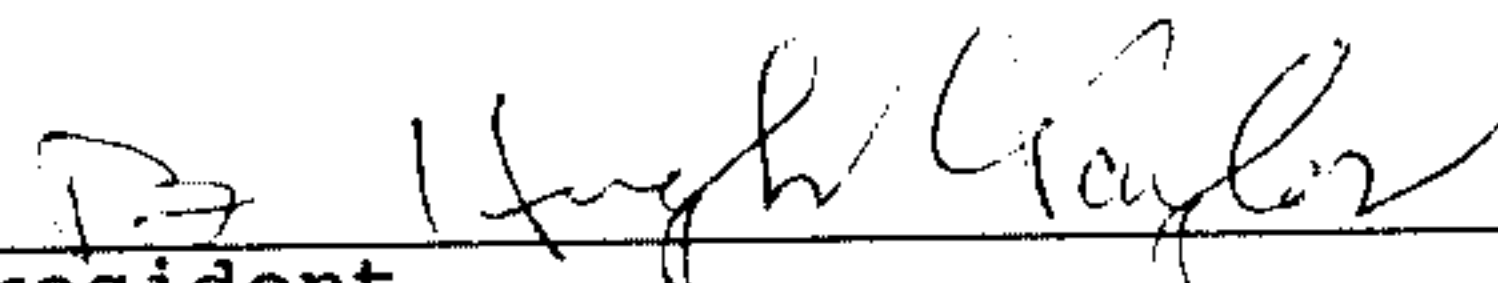
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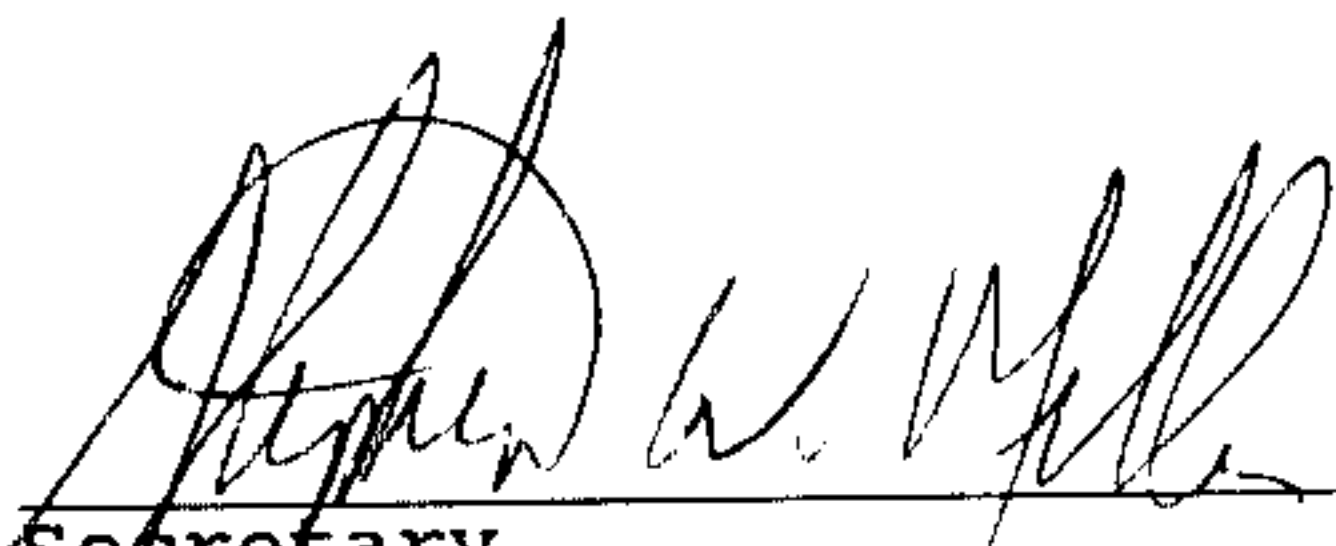
By: 
President

And: 
Secretary

U I H CORP.

[Seal]

By: 
President

And: 
Secretary

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that B. HUGH TAYLOR and STEPHEN W. MILLER, as President and Secretary, respectively, of UNIQUE INDUSTRIES, INC., whose names are signed to the foregoing instrument, and who are known to me, acknowledge before me on this day, that being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand on this 11th day of February, 1993.

Janet J. Walker
Notary Public
My Commission Expires: MY COMMISSION EXPIRES SEPTEMBER 25, 1996

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that B. HUGH TAYLOR and STEPHEN W. MILLER, as President and Secretary of U I H CORP., whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of said instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand on this 11th day of February, 1993.

Janet J. Walker
Notary Public
My Commission Expires: MY COMMISSION EXPIRES SEPTEMBER 25, 1996

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office

on February 16, 1993

Inst. # 1993-04784

DATE

Billy Joe Camp
Secretary of State
Billy Joe Camp

02/18/1993-04784
02:04 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 28.00