



ARTICLES OF MERGER
OF
H & M MECHANICAL CONTRACTORS, INC.
H & M PLUMBING CO., INC.
(both are Alabama corporations)
INTO
CS31 ACQUISITION CORP.
(a Delaware corporation)

Inst # 1999-06134

Pursuant to Sections 10-2B-11.01 et seq. of the Alabama Business Corporation Act and Sections 252 et seq. of the General Corporation Law of the State of Delaware, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging H & M Mechanical Contractors, Inc., and H & M Plumbing Co., Inc. each an Alabama corporation (collectively, "H & M") with and into CS31 Acquisition Corp., a Delaware corporation ("CS31") as approved by resolution adopted at a meeting by the Board of Directors of H & M and CS31 on December 11, 1998.

SECOND: The designation, number of outstanding shares, and the number of shares entitled to be cast by each voting group entitled to vote on the Plan herein provided for are as follows:

<u>Name of Company</u>	<u>Designation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to be Cast</u>
CS31 Acquisition Corp.	Common	100	100
H & M Mechanical Contractors, Incorporated	Common	1,000	1,000
H & M Plumbing Co., Inc.	Common	19,800	19,800

THIRD: The total number of votes cast for and against the Plan of Merger herein provided for by each voting group entitled to vote on the Plan of Merger is as follows:

<u>Name of Company</u>	<u>Votes For</u>	<u>Votes Against</u>
CS31 Acquisition Corp.	100	-0-
H & M Mechanical Contractors, Incorporated	1,000	-0-
H & M Plumbing Co., Inc.	19,800	-0-

FOURTH: The number of votes cast for the said Plan of Merger was sufficient for approval thereof.

FIFTH: The merger of H & M with and into CS31 is permitted by the laws of the jurisdiction of organization of CS31 and has been authorized in compliance with said laws.

02/12/1999-06134
10:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 25.00

SIXTH: The county in the State of Alabama in which the Articles of Incorporation of H & M Mechanical is Shelby County, and for H&M Plumbing is Madison County.

EXECUTED as of the 11th day of December, 1998.

H & M MECHANICAL CONTRACTORS, INC.

By: 
Tom D. Lampkin, President

H & M PLUMBING, INC.^{CO.}

By: 
H. B. Mitchell, Jr., President

CS31 ACQUISITION CORP.

By: 
William George, Vice President

PLAN OF MERGER

The Plan of Merger is entered into between H & M Plumbing Co., Inc., an Alabama corporation; and a H & M Mechanical Contractors, Inc., an Alabama corporation (collectively, the "Merging Corporations"), with and into CS31 Acquisition Corp., a Delaware corporation (herein "Surviving Corporation"). The Surviving Corporation and the Merging Corporations agree as follows:

1. The Merging Corporations shall be merged into Surviving Corporation (the "Merger").

2. The following conversion of the outstanding shares of the Merging Corporations has been unanimously approved by the holders of all of the outstanding shares of the Merging Corporations:

(i) each share of the Companies Stock issued and outstanding immediately prior to the Effective Time, by virtue of the Mergers and without any action on the part of the holder thereof, automatically shall be converted into the right to receive its pro rata interest in the aggregate consideration payable to all holders of the Companies Stock, which consideration shall consist of (1) a number of shares of common stock, par value \$.01 per share, of CSI ("CSI Stock") equal to \$7,380,000 divided by the average of the closing prices of CSI Stock (as reported in *The Wall Street Journal*) for the ten consecutive business days beginning on the eleventh business day prior to the Closing and (2) \$6,120,000 in cash, payable by CSI wire transfer (such CSI Stock and cash are together referred to herein as the "Merger Consideration"); and

(ii) all shares of Companies Stock, if any, that are held by the Companies as treasury stock shall be canceled and retired and no shares of CSI Stock or other consideration shall be delivered or paid in exchange therefor.

3. Each share of common stock of Surviving Corporation issued and outstanding immediately prior to the Merger shall continue unaffected and shall constitute all of the issued and outstanding shares of common stock of the Surviving Corporation immediately after the Merger.

4. Surviving Corporation shall from time to time, as and when requested by Merging Corporations, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this Merger.

5. The business address of the Surviving Corporation is 777 Post Oak Boulevard, Suite 500, Houston, Texas 77056.

6. The effect of the Merger and the effective date of the Merger are as prescribed by law.

P H Special
57 Adams Ave
Montgomery, AL 36104

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 02-08-99

DATE 02-08-99


Secretary of State

Inst # 1999-06134

02/12/1999-06134
10:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CRH 25.00