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SECRETARY OF STATE

1986 SEP 30 PM 2:39

ARTICLES OF MERGER

OF

BOOK 6998 PAGE 401

PHILLIPS & BUTTORFF CORPORATION

INTO

SEP 30 1986

WASHINGTON MANUFACTURING COMPANY

CERTIFIED COPY
SECRETARY OF STATE

Pursuant to the provisions of Section 48-1-904 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of merger for the purpose of merging Phillips & Buttorff Corporation into Washington Manufacturing Company, the owner of ninety-nine and 86/100 percent (99.86%) of the outstanding shares of stock in Phillips & Buttorff Corporation.

1. The attached plan of merger was approved by the Board of Directors of the surviving corporation in the manner prescribed by Section 48-1-904 and other applicable provisions of the Tennessee General Corporation Act.

2. Phillips & Buttorff Corporation had issued and outstanding 105,365 shares of $10 par value common stock immediately prior to this merger, all but 151 shares of which were owned by Washington Manufacturing Company, by virtue the merger of First National Company with and into Washington Manufacturing Company.

3. Washington Manufacturing Company, the surviving corporation, was formed under the name Comer-McClellan Co., and was also formerly known as Washington Mfg. Co.

48945
#8945

IDENTIFICATION REFERENCE

OCT 2 4 04 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

4. Phillips & Buttorff Corporation was formed under the name Phillips & Buttorff Manufacturing Company.

5. Washington Manufacturing Company, as the owner of 99.86% of the issued and outstanding capital stock of Phillips & Buttorff Corporation, waived by the Written Consent of its Directors its right to receive a copy of the summary of the Plan of Merger and notice of right to dissent.

6. The date of mailing to the minority shareholders of the subsidiary corporation of a copy of the summary of the plan of merger and notice of right to dissent is September 30, 1986.

7. The Plan of Merger was adopted by the Directors of Washington Manufacturing Company at a special meeting held on the 23 day of September, 1986, at which meeting a quorum was present and acting throughout.

8. This merger shall be effective upon filing these Articles of Merger with the Secretary of State of the State of Tennessee.

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DATED this 23 day of September, 1986.

WASHINGTON MANUFACTURING COMPANY

By: Paschall Young Jr.
Title: President

PHILLIPS & BUTTORFF CORPORATION

By: Paschall Young
Title: Secy & Dir.

PLAN OF MERGER

OF

PHILLIPS & BUTTORFF CORPORATION

INTO

WASHINGTON MANUFACTURING COMPANY

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1. The name of the subsidiary corporation is Phillips & Buttorff Corporation.

2. The name of the surviving corporation is Washington Manufacturing Company.

3. Washington Manufacturing Company, the surviving corporation, was formed under the name Comer-McClellan Co., and was also formerly known as Washington Mfg. Co.

4. Phillips & Buttorff Corporation was formed under the name Phillips & Buttorff Manufacturing Company.

5. Washington Manufacturing Company owns 99.86% of each class of stock in Phillips & Buttorff Corporation, by virtue of the merger of First National Company with and into Washington Manufacturing Company.

6. The proposed merger shall be consummated only upon the consummation of the sale of all the issued and outstanding stock of The 224 Company, Inc. to 224 Acquisition Corp. and shall be effective when Articles of Merger are accepted for filing by the Secretary of State of the State of Tennessee.

The merger will not change the name or authorized shares of any class or otherwise amend the charter of the surviving corporation and no new shares of the surviving corporation shall be issued pursuant to the merger. The surviving corporation shall acquire all assets and assume all liabilities of the non-surviving corporation upon the merger.

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7. The shares of the non-surviving corporation shall be surrendered and retired upon completion of the merger.

8. Each holder of stock in Phillips & Buttorff Corporation other than Washington Manufacturing Company shall, upon surrender to the surviving corporation of the certificates representing such shares, have the right to receive the sum of Ten and no/100 Dollars ($10.00) cash for each such share owned by him, unless such shareholder shall dissent from the merger, in which case he shall receive a cash payment in an amount determined as provided in Tennessee Code Annotated Sections 48-1-909 through 916. Notice of this Plan of Merger and of such right to dissent shall be mailed to each minority shareholder not less than one (1) day prior to the contemplated effective date hereof.

9. Phillips & Buttorff Corporation has called for redemption, its 6% convertible debentures, for an aggregate redemption price of $28,927.50, representing the principal amount plus accrued interest through the date of redemption. Washington Manufacturing Company shall assume, effective upon consummation of the merger, the responsibility for completing such redemption, including but not limited to any additional monetary obligations in connection therewith.

I, GENTRY CROWELL, Secretary of State, do hereby certify that the ARTICLES OF MERGER and PLAN OF MERGER by and between PHILLIPS & BUTTORFF CORPORATION, a Tennessee Corporation and WASHINGTON MANUFACTURING COMPANY, a Tennessee Corporation, merging into a Single Corporation WASHINGTON MANUFACTURING COMPANY, a Tennessee Corporation, as the Surviving and Continuing Corporation, with a certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 30th day of September, 1986.

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GENTRY CROWELL

SECRETARY OF STATE

FEE: $50.00