

ARTICLES OF MERGER  
OF  
PARROTT ACQUISITION SUB, INC.  
(a Tennessee corporation)

FILED  
DEC 24 2 07 PM '97

SECRETARY OF STATE  
STATE OF IDAHO

INTO

PARROTT MECHANICAL, INC.  
(an Idaho corporation)

Pursuant to Sections 30-1-1105 and 30-1-1107 of the Idaho Business Corporation Act, Parrott Acquisition Sub, Inc., a Tennessee corporation (the "Sub"), and Parrott Mechanical, Inc., an Idaho corporation (the "Company"), hereby adopt the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

2. As to Sub, there are One Hundred (100) shares of common stock of Sub outstanding. There are no voting groups other than the holders of common stock. One Hundred (100) votes were cast in favor of the Plan of Merger, and zero (0) votes were cast against the Plan of Merger. As to Sub, the Plan of Merger and the performance of its terms were duly authorized by all action required by the State of Tennessee.

3. As to the Company, there are Fifty Thousand (50,000) shares of common stock of the Company outstanding. There are no voting groups other than the holders of common stock. Fifty Thousand (50,000) votes were cast in favor of the Plan of Merger, and zero (0) votes were cast against the Plan of Merger.

4. The Plan of Merger shall be effective upon December 31, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 31<sup>st</sup> day of December 1997.

PARROTT MECHANICAL, INC.

PARROTT ACQUISITION SUB,  
INC.

By: Howard Rude  
Howard Rude  
President

By: Alan Sielbeck  
Alan Sielbeck  
President

IDAHO SECRETARY OF STATE

12/24/1997 09:00  
CK: 20267 CT: 19577 BH: 66899

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**PLAN OF MERGER**

WHEREAS, Parrott Mechanical, Inc. (the "Company") is a corporation duly organized and validly existing under the laws of the State of Idaho;

WHEREAS, Parrott Acquisition Sub, Inc. ("Sub") is a corporation duly organized and validly existing under the laws of the State of Tennessee; and

WHEREAS, the Boards of Directors of the Company and Sub have each determined that it is advisable that Sub merge with and into the Company upon the terms and conditions provided herein (the "Merger").

NOW, THEREFORE, Sub and the Company hereby agree to merge into a single corporation as follows:

FIRST: Pursuant to this Plan of Merger, Sub shall be merged with and into the Company and the separate corporate existence of Sub shall thereupon cease (the "Merger"). The Company shall be the surviving corporation (the "Surviving Corporation") and shall retain its corporate identity and succeed to all of the rights, assets, liabilities and obligations of Sub and the Company.

SECOND: The Merger shall become effective on December 31, 1997, such time being hereinafter referred to as the "Effective Time."

THIRD:

(a) Company Stock. At the Effective Time, each share of Common Stock, \$1.00 par value per share, of the Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall continue to represent one share of Common Stock, \$1.00 par value, of the Surviving Corporation.

(b) Sub Securities. At the Effective Time, each share of Common Stock of Sub, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and of no force and effect since the shareholders of Sub and the Company are identical.

FOURTH: The Articles of Incorporation of the Company in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until duly amended in accordance with applicable law.

**FIFTH: The bylaws of the Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with applicable law.**

Dated: December 31, 1997