

FILED/EFFECTIVE

ARTICLES OF MERGER  
OF  
WHITEMAN INDUSTRIES, INC.  
AND  
MULTIQUIP, INC.

Dec 31 12 23 PM '01

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To the Secretary of State  
State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act governing the merger of a domestic wholly-owned business corporation into its foreign parent business corporation, the foreign business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Idaho, and which is subject to the provisions of the Idaho Business Corporations Act is Whiteman Industries, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of California, is Multiquip, Inc.

3. The number of outstanding shares Whiteman Industries, Inc. is 40,000, all of which are of one class, and all of which are owned by Multiquip, Inc.

4. The following is the Plan of Merger for merging Whiteman Industries, Inc. into Multiquip, Inc. as approved by the Board of Directors of Multiquip, Inc.:

"1. Multiquip, Inc., which is a business corporation of the State of California and is the parent corporation and the owner of all the outstanding shares of Whiteman Industries, Inc., which is a business corporation of the State of Idaho and the subsidiary corporation, hereby merges Whiteman Industries, Inc. into Multiquip, Inc. pursuant to the provisions of the Idaho Business Corporation Act and pursuant to the provisions of

IDAH0 SECRETARY OF STATE  
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the laws of the jurisdiction of organization of Multiquip, Inc.

"2. The separate existence of Whiteman Industries, Inc. shall cease at the effective time and date of the merger pursuant to provisions of the Idaho Business Corporation Act; and Multiquip, Inc. shall continue its existence as the surviving corporation pursuant to the laws of the jurisdiction of its organization.

"3. The issued shares of Whiteman Industries, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and proper officers of Multiquip, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger as herein provided for."

5. Multiquip, Inc. is the owner of all the issued and outstanding shares of Whiteman Industries, Inc., and Multiquip, Inc. waived the mailing of a copy of the Plan of Merger in writing.

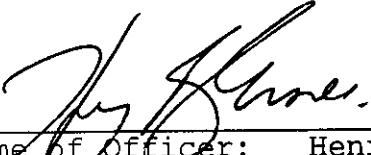
6. Shareholder approval was not required.

7. The laws of the jurisdiction of organization of Multiquip, Inc. permit the merger of an Idaho wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of Whiteman Industries, Inc. into Multiquip, Inc. is in compliance with the laws of the jurisdiction of organization of Multiquip, Inc.

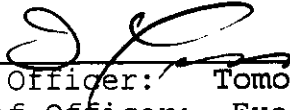
8. The effective time and date in the State of Idaho of the merger herein provided for shall be immediately upon the filing of these Articles of Merger.

Executed on December 14, 2001.

Whiteman Industries, Inc.

  
\_\_\_\_\_  
Name of Officer: Henry B. Eisner  
Title of Officer: Secretary and  
Treasurer

Multiquip, Inc.

  
\_\_\_\_\_  
Name of Officer: Tomoyuki Yasuda  
Title of Officer: Executive Vice  
President