

FILED EFFECTIVE

ARTICLES OF MERGER

Between

WILLIAMS INDUSTRIES, INC., an Idaho Corporation

And

LDW, INC., an Idaho corporation

With

LDW, INC. as surviving corporation

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SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That LDW, Inc., an Idaho corporation ("LDW, Inc.") and the surviving entity incident to the merger of Williams Industries, Inc., an Idaho corporation ("Williams, Inc."), with and into LDW, does hereby deliver these Articles of Merger to the Idaho Secretary of State for filing pursuant to Idaho Code Section 30-1-1106.


a. **Parties to the Merger:** Williams, Inc., an Idaho corporation, is hereby merged with and into LDW, Inc., an Idaho corporation, with LDW, Inc. being the surviving entity. On the effective date of the merger, Williams, Inc. shall cease to exist.

b. **Approval of Merger:** The Plan of Merger was duly approved by the unanimous written consent of the stockholders of LDW, Inc., and was duly approved by the unanimous written consent of the stockholders of Williams, Inc.

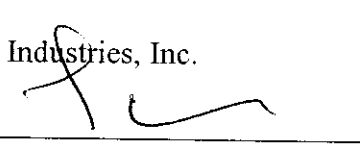
c. **Effective Date:** The merger shall be effective on December 31, 2005.

In witness whereof LDW, Inc. and Williams, Inc. have caused these Articles of Merger to be executed in their corporate names by their respective officers on 11-23, 2005.

LDW, Inc.

By:   
President

Williams Industries, Inc.

By:   
President

IDAHO SECRETARY OF STATE  
11/30/2005 05:00  
CK: 47798 CT: 21288 BH: 924450  
1 @ 30.00 = 30.00 MERGER # 2

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