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State of Idaho

Department of State

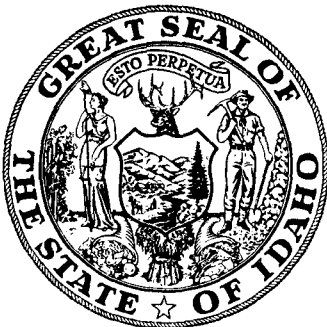
CERTIFICATE OF DISSOLUTION OF

GARDNER WELDING SUPPLY COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of GARDNER WELDING SUPPLY COMPANY, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

April 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Baines*

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ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 30-1-92 OF THE
IDAHO BUSINESS CORPORATION ACT
OF

GARDNER WELDING SUPPLY COMPANY

Pursuant to the provisions of Section 30-1-92 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name of the corporation is Gardner Welding Supply Company.

SECOND: The names and addresses of the last officers and directors of the corporation and their respective offices are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
John N. Baird	c/o Air Liquide America Corporation 2121 N. California Boulevard Walnut Creek, CA 94596	Vice President/ Director
Edward L. Walden	c/o Air Liquide America Corporation 2121 N. California Boulevard Walnut Creek, CA 94596	Secretary

THIRD: The notice required by Section 30-1-87, Idaho Code, has been given.

FOURTH: All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.

FIFTH: All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with the provisions in the articles of incorporation, or if there is no provision then in proportion to their respective rights and interests.

SIXTH: There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree which may be entered against it.

SEVENTH: A duplicate original of the consent of shareholders to dissolve or a verified copy of the resolution to dissolve is annexed hereto.

IDAHO SECRETARY OF STATE
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ARTICLES OF DISSOLUTION PURSUANT TO SECTION 30-1-92 - Continued

Dated April 14, 1994

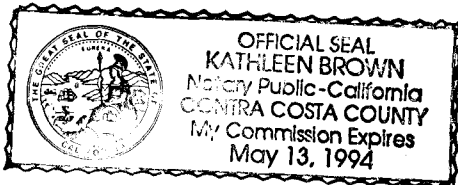
Gardner Welding Supply Company

By [Signature]
John N. Baird, Its Vice President

and [Signature]
Edward L. Walden, Its Secretary

STATE OF CALIFORNIA)
) SS
COUNTY OF CONTRA COSTA)

I, Kathleen Brown, a notary public, do hereby
certify that on this 14th day of April, 1994,
personally appeared before me John N. Baird, who, being by me first duly
sworn, declared that he is the Vice President of Gardner Welding Supply
Company, that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.



Kathleen Brown
Notary Public for California
Residing at:
My Commission Expires:

GARDNER WELDING SUPPLY COMPANY

Unanimous Written Consent of Directors to Action Taken in Lieu of Meeting

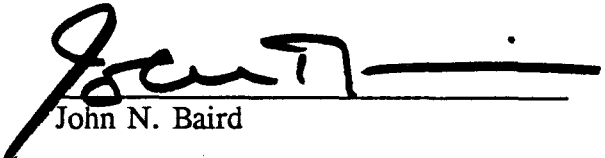
I, the undersigned, being the sole Director of Gardner Weldins Supply Company, ("Corporation"), a corporation duly existing under the laws of the State of Idaho, do hereby consent to the following resolution as if adopted at a meeting:

Air Liquide America Corporation, being the sole stockholder of the outstanding common stock of the Corporation and having authorized the dissolution of the Corporation; and

The Corporation having discontinued its business, paid all debts and sold assets, it is therefore;

RESOLVED, that the Corporation be dissolved; and that any Officer(s) of the Corporation shall be authorized to file with the appropriate authority a Certificate of Dissolution and do such other acts and execute such other documents and instruments as shall be necessary or convenient to affect the intent and purpose of this resolution.

Date: January 17, 1994


John N. Baird

GARDNER WELDING SUPPLY COMPANY

Consent of Sole Stockholder to Action Taken in Lieu of Meeting

The undersigned, being the sole stockholder of the outstanding common stock of Gardner Welding Supply Company ("Corporation"), a corporation duly existing under the laws of the State of Idaho, does hereby consent to the following resolution as if adopted at a meeting:

RESOLVED, that the Corporation be dissolved and that upon effectiveness of the dissolution, the Board of Directors of this Corporation be and hereby is, authorized and directed to do and perform all acts which it deems necessary to effectuate the complete liquidation of the Corporation and the winding up of its affairs.

Date: January 17, 1994

AIR LIQUIDE AMERICA CORPORATION

BY: 

John N. Baird, Secretary