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FILED
In the office of the Secretary of State
of the State of California

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MARION FONG EU, Secretary of State

AGREEMENT OF MERGER
BETWEEN
MISSION ELECTRIC SUPPLY, INC.
AND
MISSION ELECTRIC SUPPLY OF TEMECULA, INC.

This Agreement of Merger is entered into between MISSION ELECTRIC SUPPLY, INC., a California corporation (herein "Surviving Corporation"), and MISSION ELECTRIC SUPPLY OF TEMECULA, INC. a California corporation (herein "Merging Corporation"), the constituent corporations in this Merger.

R E C I T A L S

A. The issued and outstanding stock of Merging Corporation consists of twenty-two thousand five hundred (22,500) common shares; and

B. The issued and outstanding stock of Surviving Corporation consists of one hundred sixty-six and thirty-five hundredths (166.35) common shares; and

C. MISSION ELECTRIC SUPPLY OF TEMECULA, INC. shall be merged into MISSION ELECTRIC SUPPLY, INC. pursuant to Sections 1100, 1101 and 1103 of the California Corporations Code.

NOW, THEREFORE, the parties agree as follows:

1. Merging Corporation shall be merged into Surviving Corporation on the effective date of the merger as set forth herein, and they shall be merged into a single corporation, MISSION ELECTRIC SUPPLY, INC. The terms and conditions of this merger are as stated in this Agreement of Merger. On the effective date of the merger, the separate existence of MISSION ELECTRIC SUPPLY OF TEMECULA, INC. shall cease, and MISSION ELECTRIC SUPPLY, INC., as the surviving corporation, shall succeed, without any other transfer, to all the rights and property of MISSION ELECTRIC SUPPLY OF TEMECULA, INC., and shall be subject to all the debts and liabilities of MISSION ELECTRIC SUPPLY OF TEMECULA, INC. in the same manner as if MISSION ELECTRIC SUPPLY, INC. had itself incurred them.

2. The Articles of Incorporation of MISSION ELECTRIC SUPPLY, INC. in effect on the effective date of the merger shall continue in effect until altered or amended as provided by this Agreement or by law. Neither the Bylaws, the Officers or the Board of Directors of MISSION ELECTRIC SUPPLY, INC. shall be altered by this Agreement of Merger.

3. The outstanding shares of MISSION ELECTRIC SUPPLY OF TEMECULA, INC. shall be canceled and no shares of MISSION ELECTRIC SUPPLY, INC. shall be issued in exchange therefor.

4. The shares of MISSION ELECTRIC SUPPLY, INC. outstanding on the effective date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of MISSION ELECTRIC SUPPLY, INC.


5. An executed counterpart of this Agreement of Merger and Officers' Certificate of each of the constituent Corporations shall be filed in the Office of the California Secretary of State.


6. The effective time and date of the Merger shall be 0:01 a.m., on November 1, 1992.

7. MISSION ELECTRIC SUPPLY OF TEMECULA, INC. shall, from time to time, as and when requested by MISSION ELECTRIC SUPPLY, INC., execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this Merger.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation, as duly authorized by their respective Boards of Directors and Shareholders, have caused this Agreement of Merger to be executed this 1st day of October, 1992 in Carlsbad, California.


MISSION ELECTRIC SUPPLY, INC.
Surviving Corporation

By: 
JIMMIE L. JOHNSON
President

By: 
CHRISTINE C. AGLES-JOHNSON
Secretary

MISSION ELECTRIC SUPPLY OF
TEMECULA, INC.
Merging Corporation

By: 
JIMMIE L. JOHNSON
President


By: 
CHRISTINE C. AGLES-JOHNSON
Secretary

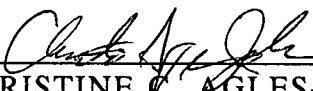
**OFFICERS' CERTIFICATE OF APPROVAL
TO
AGREEMENT OF MERGER**

JIMMIE L. JOHNSON and CHRISTINE C. AGLES-JOHNSON certify that:

1. They are the President and the Secretary, respectively, of MISSION ELECTRIC SUPPLY, INC., a California corporation.
2. The Agreement of Merger, in the form attached hereto as Pages 1 and 2, was duly approved by the Board of Directors and Shareholders of this Corporation at a duly held meeting on October 1, 1992.
3. The Shareholder approval was by the holders of one hundred percent (100%) of the outstanding shares of this Corporation.
4. There is only one class of shares, and the number of shares outstanding is one hundred sixty-six and thirty-five hundredths (166.35).

MISSION ELECTRIC SUPPLY, INC.

By: 
JIMMIE L. JOHNSON
President

By: 
CHRISTINE C. AGLES-JOHNSON
Secretary

We declare under penalty of perjury that the matters as set forth in this Certificate are true of our own knowledge and that this declaration was executed at Carlsbad, California, on October 1, 1992.


JIMMIE L. JOHNSON
President



CHRISTINE C. AGLES-JOHNSON
Secretary

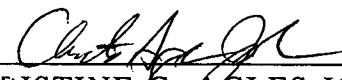
**OFFICERS' CERTIFICATE OF APPROVAL
TO
AGREEMENT OF MERGER**

JIMMIE L. JOHNSON and CHRISTINE C. AGLES-JOHNSON certify that:


1. They are the President and the Secretary, respectively, of MISSION ELECTRIC SUPPLY OF TEMECULA, INC., a California corporation.
2. The Agreement of Merger, in the form attached hereto as Pages 1 and 2, was duly approved by the Board of Directors and Shareholders of this Corporation at a duly held meeting on October 1, 1992.
3. The Shareholder approval was by the holders of one hundred percent (100%) of the outstanding shares of this Corporation.
4. There is only one class of shares, and the number of shares outstanding is twenty-two thousand five hundred (22,500).


MISSION ELECTRIC SUPPLY OF TEMECULA, INC.

By: 
JIMMIE L. JOHNSON
President

By: 
CHRISTINE C. AGLES-JOHNSON
Secretary

We declare under penalty of perjury that the matters as set forth in this Certificate are true of our own knowledge and that this declaration was executed at Carlsbad, California, on October 1, 1992.


JIMMIE L. JOHNSON
President


CHRISTINE C. AGLES-JOHNSON
Secretary