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ARTICLES OF MERGER  
OF  
NESCO®/AMERICAN HARVEST CORP.  
WITH AND INTO  
THE METAL WARE CORPORATION

The undersigned officer of The Metal Ware Corporation, a corporation organized under the laws of the State of Wisconsin, pursuant to Section 180.1105 of the Wisconsin Statutes, hereby certifies as follows:

1. The Plan of Merger by and between The Metal Ware Corporation, a Wisconsin corporation, and NESCO®/American Harvest Corp., a Wisconsin corporation, is attached hereto as Exhibit A and made a part hereof.

2. All of the outstanding shares of NESCO®/American Harvest Corp. consisting of one hundred (100) shares of \$.01 par value common stock are owned by The Metal Ware Corporation.

3. No copy of the Plan of Merger and notice required by Section 180.1104(3) was mailed to shareholders of NESCO®/American Harvest Corp. other than The Metal Ware Corporation, there being no such other shareholders.

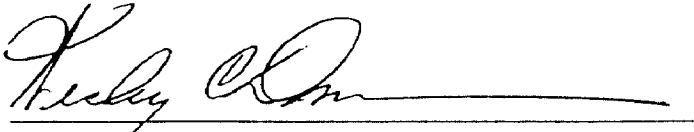
4. Said Plan of Merger was adopted and approved by the Board of Directors of NESCO®/American Harvest Corp. on 9-10, 1999 in accordance with Section 180.1103 of the Wisconsin Statutes.

5. All provisions of the laws of the State of Wisconsin applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, The Metal Ware Corporation has caused these Articles of

Merger to be executed on this 10 day of Sept., 1999.

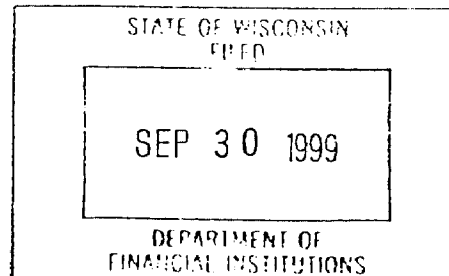
THE METAL WARE CORPORATION

By:   
W. C. Drumm, President

This instrument was drafted by  
and should be returned to:

Benjamin W. Laird  
Godfrey & Kahn, S.C.  
P.O. Box 13067  
Green Bay, WI 54307-3067

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**EXHIBIT A**

**PLAN OF MERGER**

1. The names of the corporations proposing to merge are The Metal Ware Corporation, a Wisconsin corporation, hereinafter referred to as "Metal Ware" or the "Surviving Corporation" and NESCO®/American Harvest, Corp., a Wisconsin corporation, hereinafter referred to as "NESCO."

2. NESCO shall merge with and into Metal Ware and the Surviving Corporation shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Metal Ware shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of NESCO shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of NESCO, except insofar as it may be continued by reason of the Wisconsin Statutes, shall cease upon this Plan of Merger becoming effective and thereupon NESCO and the Surviving Corporation shall become a single corporation.

3. The Articles of Incorporation of Metal Ware on the Effective Date (as hereinafter defined) of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation.

4. On the Effective Date of the merger, all of the issued and outstanding common stock of NESCO shall be deemed to be canceled, without consideration. No shares of stock of the Surviving Corporation shall be issued in connection with this merger.

5. The By-Laws of Metal Ware as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

6. The Board of Directors of Metal Ware prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the Shareholders of the Surviving Corporation and/or until their successors are duly elected and qualified.

7. The officers of Metal Ware prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

8. The first annual meeting of the Shareholders of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of Metal Ware.

9. This Plan of Merger shall become effective on September 30, 1999, herein sometimes referred to as the "Effective Date." On such Effective Date, the separate existence of NESCO shall cease and it shall be merged with and into Metal Ware in accordance with the provisions of this Plan of Merger.

10. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Boards of Directors of Metal Ware or NESCO at any time prior to the filing of the Articles of Merger, if the Boards of Directors of Metal Ware or NESCO should decide that it would not be in the best interest of the Surviving Corporation. The Boards

of Directors of Metal Ware and NESCO have determined that the merger would permit the Surviving Corporation to realize operating economies and increased growth potential as well as other administrative and management efficiencies benefiting each corporation and its shareholders.

11. Pending the completion of the merger, no dividend shall be paid or other distributions made to the holder of the common stock of NESCO.

12. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Corporation shall be subject to all the restrictions, disabilities and duties of NESCO, and all property, real, personal and mixed, and all debts due to NESCO on whatever account, including stock subscriptions to shares as well as other choses in actions shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of NESCO.

13. This merger shall constitute a complete liquidation under Section 332 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Wisconsin Statutes.

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