



H12041

ACCOUNT NO. : 072100000032

REFERENCE : 505081 10911A

AUTHORIZATION :

COST LIMIT : \$ 175.00

FILED
01 DEC 21 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 21, 2001

ORDER TIME : 2:31 PM

ORDER NO. : 505081-005

CUSTOMER NO: 10911A

CUSTOMER: Ms. Jan Beck
Ansbacher & Schneider, P.a.
5150 Belfort Road
Building 100
Jacksonville, FL 32256

*Merger &
name
Change*

EFFECTIVE DATE
11/10/02

4000004736464--7

ARTICLES OF MERGER

MANNING BUILDING SUPPLIES OF
FT. PIERCE, INC.

INTO

MANNING BUILDING SUPPLIES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroeder

EXAMINER'S INITIALS: *ADR*

RECEIVED
01 DEC 21 PM 3:19

12/27/01

*02250, 00506, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MANNING BUILDING SUPPLIES, INC., a Fla corp. 628395

MANNING BUILDING SUPPLIES OF FT. PIERCE, INC., a Fla corp
P96000026242

MANNING BUILDING SUPPLIES OF LAKE LAND, INC., a Fla corp.
P96000026238

MANNING BUILDING SUPPLIES OF ST. AUGUSTINE, INC., a Fla corp. L69577

INTO

MANNING BUILDING SUPPLIES OF JACKSONVILLE, INC. which changed its
name to

MANNING BUILDING SUPPLIES, INC., a Florida entity, H12041.

File date: December 21, 2001 , effective January 1, 2002

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 26, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: MANNING BUILDING SUPPLIES OF JACKSONVILLE, INC.
Ref. Number: H12041

We have received your document for MANNING BUILDING SUPPLIES OF JACKSONVILLE, INC. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 601A00067022

RECEIVED
01 DEC 26 PM 3:54
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32301

111102

FILED
01 DEC 21 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER
OF
MANNING BUILDING SUPPLIES, INC.;
AND
MANNING BUILDING SUPPLIES OF FT. PIERCE, INC.;
AND
MANNING BUILDING SUPPLIES OF LAKE LAND, INC.;
AND
MANNING BUILDING SUPPLIES OF ST. AUGUSTINE, INC.
INTO
MANNING BUILDING SUPPLIES OF JACKSONVILLE, INC.

Pursuant to the provisions of Section 607.1101, et. seq., of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was recommended by the directors and approved by the stockholders at a joint meeting of the directors and stockholders of each of the undersigned corporations, respectively, all on December 20, 2001, to wit: Manning Building Supplies of Jacksonville, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation"); and Manning Building Supplies, Inc., a Florida corporation, Manning Building Supplies of Ft. Pierce, Inc., a Florida corporation, Manning Building Supplies of Lakeland, Inc., a Florida corporation and Manning Building Supplies of St. Augustine, Inc., a Florida corporation, (hereinafter collectively referred to as the "Absorbed Corporations") in the manner prescribed by the Florida General Corporation Act:

PLAN OF MERGER

Section One. Merger. The Absorbed Corporations shall merge with and into the Surviving Corporation.

Section Two. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Absorbed Corporations shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporations, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporations, and neither the rights of creditors nor any liens on the property of the Absorbed Corporations shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporations into shares, rights, obligations and other securities of the Surviving Corporation is as follows:

(a) All shares of the One Dollar (\$1.00) par value common stock of Manning Building Supplies, Inc., issued and outstanding on the Effective Date of the merger shall be converted into 611.47 shares of the Ten Cents (\$.10) par value common stock of Manning Building Supplies of Jacksonville, Inc., and all shares of the One Cent (\$.01) par value common stock of Manning Building

Building Supplies of Jacksonville, Inc., and all shares of the One Cent (\$.01) par value common stock of Manning Building Supplies of Ft. Pierce, Inc. issued and outstanding on the Effective Date of the merger shall be converted into 559.18 shares of the Ten Cents (\$.10) par value common stock of Manning Building Supplies of Jacksonville, Inc., and all shares of the One Cent (\$.01) par value common stock of Manning Building Supplies of Lakeland, Inc. issued and outstanding on the Effective Date of the merger shall be converted into 661.22 shares of the Ten Cents (\$.10) par value common stock of Manning Building Supplies of Jacksonville, Inc., and all shares of the One Dollar (\$1.00) par value common stock of Manning Building Supplies of St. Augustine, Inc. issued and outstanding on the Effective Date of the merger shall be converted into 1,536.34 shares of the Ten Cents (\$.10) par value common stock of Manning Building Supplies of Jacksonville, Inc., which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the Effective Date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporations shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporations shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the Effective Date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

Section Four. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date of the merger except that the following amendment to the Articles of Incorporation are hereby made effective on the Effective Date:

(a) Paragraph 1 is deleted in its entirety and the following is substituted in lieu thereof:

"1. The name of the corporation is Manning Building Supplies, Inc."

Section Five. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date of the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the Effective Date of the merger, engage in any activity of transaction other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger, and except that certain real property may be distributed to shareholders of the Surviving Corporation and the Absorbed Corporations respectively.

Section Eight. Approval by Stockholders and Directors. This Plan of Merger has been duly recommended, approved and adopted by all of the stockholders and directors of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings held by the stockholders and directors of each constituent corporation.

Section Nine. Effective Date of Merger. The Effective Date of this merger shall be as of the beginning of the day on January 1, 2002.

Section Ten. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

2. As to each of the undersigned corporations, the number of shares outstanding and entitled to vote and the designation and number of shares of each class entitled to vote as a class, if any, are as follows:

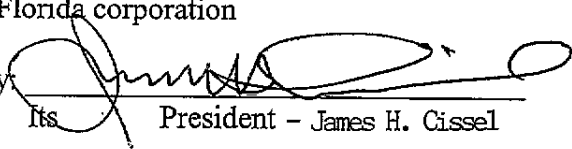
<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
Manning Building Supplies of Jacksonville, Inc.	6,631.79 shares
Manning Building Supplies of Ft. Pierce, Inc.	200 shares
Manning Building Supplies of Lakeland, Inc.	200 shares
Manning Building Supplies, Inc.	5,000 shares
Manning Building Supplies of St. Augustine, Inc.	110 shares

3. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, if any, the number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares</u>
Manning Building Supplies of Jacksonville, Inc.	6,631.79	- 0 -	6,631.79
Manning Building Supplies of Ft. Pierce, Inc.	200	- 0 -	200
Manning Building Supplies of Lakeland, Inc.	200	- 0 -	200
Manning Building Supplies, Inc.	5,000	- 0 -	5,000
Manning Building Supplies of St Augustine, Inc.	110	- 0 -	110

IN WITNESS WHEREOF, the undersigned President of Manning Building Supplies, Inc., Manning Building Supplies of Ft. Pierce, Inc., Manning Building Supplies of Lakeland, Inc., Manning Building Supplies of St. Augustine, Inc. and Manning Building Supplies of Jacksonville, Inc. have executed these Articles of Merger of Manning Building Supplies, Inc., Manning Building Supplies of Ft. Pierce, Inc., Manning Building Supplies of Lakeland, Inc. and Manning Building Supplies of St. Augustine, Inc into Manning Building Supplies of Jacksonville, Inc. this 21st day of December, 2001.

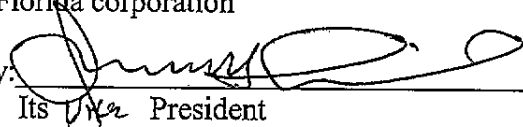
Manning Building Supplies of Jacksonville, Inc.
a Florida corporation

By: 

Its President - James H. Cissel

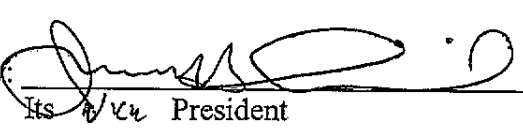
"SURVIVING CORPORATION"

Manning Building Supplies, Inc.
a Florida corporation

By: 

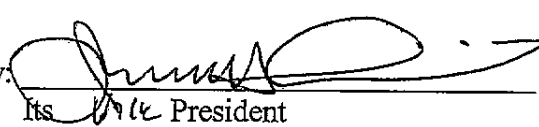
Its President

Manning Building Supplies of Ft. Pierce, Inc.,
a Florida corporation

By: 

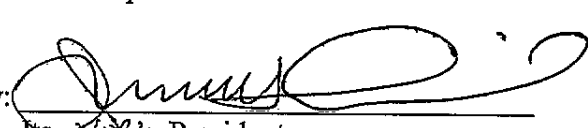
Its President

Manning Building Supplies of Lakeland, Inc.,
a Florida corporation

By: 

Its President

Manning Building Supplies of St Augustine, Inc.,
a Florida corporation

By: 

Its President

"ABSORBED CORPORATIONS"