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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hall's Mobile Homes, Inc
(Corporation Name) (Document #)

2. _____ and _____
(Corporation Name) (Document #)

3. Fleetwood Retail Corp. of Florida
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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C. COULLIETTE DEC 0 1 1999

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

HALL'S MOBILE HOMES, INC., a Florida corporation, H39856

INTO

FLEETWOOD RETAIL CORP. OF FLORIDA, a Florida entity, P98000032284

File date: November 30, 1999

Corporate Specialist: Cheryl Coulliette

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER
OF
HALL'S MOBILE HOMES, INC.
AND
FLEETWOOD RETAIL CORP. OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

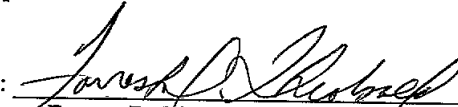
Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger:

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging HALL'S MOBILE HOMES, INC. with and into FLEETWOOD RETAIL CORP. OF FLORIDA as approved and adopted at a meeting by the Shareholders of HALL'S MOBILE HOMES, INC. on November 24, 1999 and approved and adopted at a meeting by the shareholders of FLEETWOOD RETAIL CORP. OF FLORIDA on November 24, 1999 pursuant to the provisions of the Florida Business Corporation Act.


SECOND: FLEETWOOD RETAIL CORP. OF FLORIDA will continue its existence as surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on this 24th day of November, 1999.

HALL'S MOBILE HOMES, INC., a Florida
corporation

By: 
Forrest D. Theobald, Secretary

FLEETWOOD RETAIL CORP. OF FLORIDA, a
Florida corporation

By: 
Forrest D. Theobald, Secretary

PLAN OF MERGER

This PLAN OF MERGER is adopted by HALL'S MOBILE HOMES, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 24, 1999, and adopted on November 24, 1999 by FLEETWOOD RETAIL CORP. OF FLORIDA, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on November 24, 1999. The names of the corporations planning to merge are HALL'S MOBILE HOMES, INC., a business corporation organized under the laws of the State of Florida, and FLEETWOOD RETAIL CORP. OF FLORIDA, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which HALL'S MOBILE HOMES, INC. plans to merge is FLEETWOOD RETAIL CORP. OF FLORIDA.

1. HALL'S MOBILE HOMES, INC. and FLEETWOOD RETAIL CORP. OF FLORIDA shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, FLEETWOOD RETAIL CORP. OF FLORIDA, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of HALL'S MOBILE HOMES, INC., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of the said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The issued shares of the non-surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation

shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the Shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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