

Division of Corporations

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145167

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CBS BUILDERS SUPPLY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

TRUSS BUILDERS, INC., a Florida corp., 215210

INTO

CBS BUILDERS SUPPLY, INC., a Florida entity, 145167.

File date: May 31, 2001

Corporate Specialist: Susan Payne

Audit No. H01000070405 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
TRUSS BUILDERS, INC.
INTO
CBS BUILDERS SUPPLY, INC.

Under Section 607.1105 of Florida Statutes

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are TRUSS BUILDERS, INC., a Florida corporation, and CBS BUILDERS SUPPLY, INC., a Florida corporation. The surviving corporation is CBS BUILDERS SUPPLY, INC.

SECOND: The Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the shareholders of each party to the merger on the 9th day of May, 2001.

FOURTH: This merger shall be effective on the 31st day of May, 2001, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers effective this 31st day of May, 2001.

TRUSS BUILDERS, INC.

CBS BUILDERS SUPPLY, INC.

By:


Lawson L. Wolfe, President

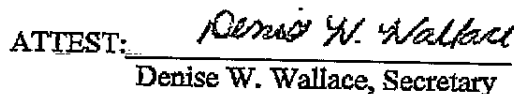
By:


Lawson L. Wolfe, President

ATTEST:


Denise W. Wallace, Secretary

ATTEST:


Denise W. Wallace, Secretary

Audit No. H01000070405 5

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated the 31st day of May, 2001, between TRUSS BUILDERS, INC., a Florida corporation ("TRUSS"), and CBS BUILDERS SUPPLY, INC., a Florida corporation ("CBS"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, TRUSS, is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100 shares of common stock, of which as of the date hereof 10 shares of common stock were validly issued and outstanding.

WHEREAS, CBS is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100,000 shares of common stock, of which as of the date hereof 84,000 shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that TRUSS be merged into CBS.

WHEREAS, the Shareholders of TRUSS will receive in exchange for their stock in TRUSS, common stock of CBS, as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that TRUSS, shall be merged with and into CBS in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I**THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are TRUSS, a Florida corporation, (Florida Charter No. 215210) and CBS, a Florida corporation, (Florida Charter No. 145167).

ARTICLE I**THE MERGER: THE SURVIVING CORPORATION**

On the Effective Date, as hereinafter defined, TRUSS, shall be merged into CBS, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). CBS shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

ARTICLE III
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be CBS. From and after such filing, the separate existence of TRUSS, shall cease, while the corporate existence of CBS, shall continue unaffected and unimpaired. CBS shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. CBS shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in CBS without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. CBS shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or CBS may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE IV
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in CBS the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in CBS and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

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ARTICLE V
CERTIFICATE OF INCORPORATION AND BY-LAWS;
OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and By-Laws of CBS, as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and By-Laws of CBS, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of CBS shall be:

Lawson L. Wolfe
Lawson L. Wolfe II
Denise W. Wallace

The persons who shall serve as officers of CBS and the offices in which they shall serve, shall be:

President:	Lawson L. Wolfe
Vice President:	Lawson L. Wolfe II
Secretary:	Denise W. Wallace
Treasurer:	Denise W. Wallace

ARTICLE VI
TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

(a) Each share of the common stock of CBS, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of TRUSS, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the common stock of TRUSS, cash, securities or other property to be issued in respect thereof shall be as follows:

1. CBS shall issue to LAWSON L. WOLFE, in exchange for stockholder's shares of common stock of TRUSS, as follows:

18,108 shares of the authorized common stock of CBS.

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ARTICLE VII
APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act on the 9th day of May, 2001. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII
EFFECTIVE DATE

The merger of TRUSS, into CBS, shall become effective the 31st day of May, 2001, in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF TRUSS

TRUSS covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day

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and year above written.

TRUSS BUILDERS, INC.

By: 
Lawson L. Wolfe, President

"TRUSS"

CBS BUILDERS SUPPLY, INC.

By: 
Lawson L. Wolfe, President

"CBS"