

153621
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MERGER OR SHARE EXCHANGE

STOCK BUILDING SUPPLY OF FLORIDA, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
merging
GATOR LUMBER COMPANY,
a Florida corporation,
with and into
STOCK BUILDING SUPPLY OF FLORIDA, INC.,
a Florida corporation

MERGER OF 100% OWNED SUBSIDIARY

In compliance with Section 607.1104 of the Florida Business Corporation Act, the undersigned adopts the following articles of merger:

1. Name of the Parent Corporation: **Stock Building Supply of Florida, Inc.,**
a Florida corporation
Document No. 153621
2. Name of the Subsidiary Corporation: **Gator Lumber Company,**
a Florida corporation
Document No. H40980
3. Name of surviving corporation: **Stock Building Supply of Florida, Inc.,**
a Florida corporation
Document No. 153621
4. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.
5. The Plan of Merger was approved and adopted by the board of directors of the Surviving Corporation, effective February 28, 2005, by unanimous written consent pursuant to Section 607.0821 of the Act. Pursuant to Section 607.1103(7) of the Florida Business Corporation Act (the "Act"), the approval of the shareholder of the Surviving Corporation was not required and a Plan of Merger was not submitted to the sole shareholder of the Surviving Corporation for approval and adoption.
6. The Plan of Merger was approved and adopted by the Board of Directors of the Merged Corporation, effective February 28, 2005, by unanimous written consent pursuant to the Section 607.0821 of the Act. Pursuant to Section 607.1103 of the Act, the Plan of Merger was submitted to the sole shareholder of the Merged Corporation for adoption and approval. The Plan of Merger was approved and adopted by the sole shareholder of the Merged Corporation, effective February 28, 2005, by written consent pursuant to Section 607.0704 of the Act.

7. The Surviving Corporation is the sole shareholder of the Merged Corporation and no notice is required regarding the rights of dissenting shareholders pursuant to Section 607.1104(1)(b)(4) of the Act.

8. The merger of the Merged Corporation with and into the Surviving Corporation shall be effective upon the later of February 28, 2003 and upon filing.

*[Remainder of page intentionally left blank;
signatures appear on the following page]*


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CT CORPORATION

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WITNESS the following signature as of the 28th day of February, 2005.

STOCK BUILDING SUPPLY OF FLORIDA, INC.



David W. O'Halloran,
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

GATOR LUMBER COMPANY



David W. O'Halloran
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

Exhibit APLAN OF MERGER

1. The name of the subsidiary corporation is Gator Lumber Company, a Florida corporation (the "Merged Corporation"). The name of the parent corporation is Stock Building Supply of Florida, Inc., a Florida corporation (the "Surviving Corporation"). The Merged Corporation shall be merged with and into the Surviving Corporation on or about February 28, 2005.

2. The Surviving Corporation is the sole shareholder of the Merged Corporation and no notice is required regarding the rights of dissenting shareholders pursuant to Section 607.1104(1)(b)(4) of the Act.

3. At the time of the merger, all issued and outstanding shares of the capital stock of the Merged Corporation shall be canceled and each issued and outstanding share of the capital stock of the Surviving Corporation shall remain outstanding after the merger and shall not be affected in any way by the merger.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect at the time of merger shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the time of merger.