

153621

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MERGER OR SHARE EXCHANGE
STOCK BUILDING SUPPLY OF FLORIDA, INC.

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ARTICLES OF MERGER
merging
J. M. LUMBER INCORPORATED
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: **J. M. Lumber Incorporated,**
a Florida corporation
Document No. J03977
3. Name of surviving corporation: **Stock Building Supply of Florida, Inc.,**
a Florida corporation
4. A copy of the Plan of Merger is attached hereto as **Exhibit A** and made a part hereof. The shareholder of the Merged Corporation is not entitled to vote to approve the merger pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act") and no notice regarding the rights of dissenting shareholders is required pursuant to Section 607.1104(b)(4) of the Act.
5. The Plan of Merger was approved and adopted by the Board of Directors of the Parent Corporation, effective August 1, 2003, by unanimous written consent pursuant to Section 607.0821 of the Act. Because the Subsidiary Corporation is 100% owned by the Parent corporation, shareholder approval was not required. The Parent Corporation, as sole shareholder of the Subsidiary Corporation, waives its right to receive a written copy of the Plan of Merger. The Plan of Merger was adopted by the Board of Directors of the Subsidiary Corporation on August 1, 2003 and shareholder approval was not required.
6. The merger of the Subsidiary Corporation with and into the Parent Corporation shall be effective upon filing.

WITNESS the following signatures as of the 1st day of August, 2003.

STOCK BUILDING SUPPLY OF FLORIDA, INC.



David O'Halloran, Senior Vice President

Exhibit A

PLAN OF MERGER

1. J.M. Lumber Incorporated, a Florida corporation (the "Merged Corporation"), shall be merged with and into Stock Building Supply of Florida, Inc., a Florida corporation (the "Surviving Corporation"), as of or around August 4, 2003.
2. 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.
3. 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.