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MERGER OR SHARE EXCHANGE

PALM HARBOR HOMES, INC

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**ARTICLES OF MERGER OF
PALM HARBOR HOMES, INC. AND
PALM HARBOR MARKETING, INC.**

Dated February 4, 2009

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), the undersigned domestic corporation, Palm Harbor Homes, Inc., a Florida corporation (the "Surviving Domestic Corporation"), the undersigned foreign corporation, Palm Harbor Marketing, Inc., a Nevada corporation (the "Disappearing Foreign Corporation"), execute the following Articles of Merger (these "Articles of Merger") for the purpose of merging the Disappearing Foreign Corporation with and into the Surviving Domestic Corporation (the "Merger").

1. The Plan of Merger (the "Plan") is attached hereto as Attachment 1 and incorporated herein by reference as if restated in full.

2. The effective date of the Merger is the date of filing of these Articles of Merger with the Department of State of Florida.

3. The Plan was adopted by the board of directors of the Surviving Domestic Corporation on February 4, 2009 and shareholder approval was not required.

4. The Plan was adopted by the Disappearing Foreign Corporation on February 4, 2009 and shareholder approval was not required in accordance with the applicable laws of Nevada, under which the Disappearing Foreign Corporation was formed.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger to effect the Merger upon the filing of these Articles of Merger with the Department of State of Florida.

SURVIVING DOMESTIC CORPORATION

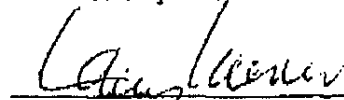
PALM HARBOR HOMES, INC.,
a Florida corporation


Larry H. Keener, Chairman of the Board


Kelly Tacke, Secretary

DISAPPEARING FOREIGN CORPORATION

PALM HARBOR MARKETING, INC.,
a Nevada corporation


Larry H. Keener, President and Secretary

ATTACHMENT 1

**PLAN OF MERGER (FLORIDA) OF
PALM HARBOR HOMES, INC. AND
PALM HARBOR MARKETING, INC.**

Dated February 4, 2009

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned domestic corporation, Palm Harbor Homes, Inc., a Florida corporation (the "Surviving Corporation"), the undersigned foreign corporation, Palm Harbor Marketing, Inc., a Nevada corporation (the "Disappearing Corporation"), execute the following plan of merger (this "Plan") for the purpose of merging the Disappearing Corporation with and into the Surviving Corporation (the "Merger").

1. The name of the domestic parent corporation is Palm Harbor Homes, Inc., a Florida corporation, and the name of the wholly-owned foreign subsidiary corporation is Palm Harbor Marketing, Inc., a Nevada corporation. Palm Harbor Homes, Inc. shall be the Surviving Corporation and shall continue to exist and operate as a Florida corporation. The Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation. The laws of the State of Nevada, under which the Disappearing Corporation is organized, permit the merger specified in this Plan.
2. The Disappearing Corporation shall merge with and into the Surviving Corporation, thus terminating the separate existence of the Disappearing Corporation.
3. The shares in the Disappearing Corporation shall be canceled and no cash, property or ownership interest in any other business entity shall be issued in exchange for the canceled shares in the Disappearing Corporation.
4. The Surviving Corporation, as sole shareholder of the Disappearing Corporation, waives its right under Section 607.1104 of the Act to receive a copy or summary of the Plan at least 30 days prior to the filing of the Articles of Merger with the Department of State of Florida.

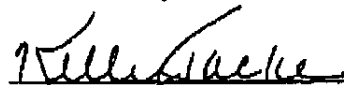
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IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first written above to effect the Merger upon the filing of Articles of Merger with the Department of State of Florida.

SURVIVING CORPORATION

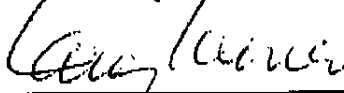
PALM HARBOR HOMES, INC.,
a Florida corporation


Larry H. Keener, Chairman of the Board


Kelly Tacke, Secretary

DISAPPEARING CORPORATION

PALM HARBOR MARKETING, INC.,
a Nevada corporation


Larry H. Keener, President and Secretary