

Document Number Only

F90357

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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

600002573196-7

07/02/98 01061-025
*****70.00 *****70.00

KAUFMAN mobile Home Supplies of FLORIDA, INC
MERGING INTO: KE ACQUISITION CORP.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> UCC FILING |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input type="checkbox"/> CUSZ G/S |
| <input type="checkbox"/> Call When Ready | | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Document Examiner
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W.P. Verifier

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Please call Jeff Butterfield
if any problems/questions.

THANKS !

CR2E031 (1-89)

7/2
Merged
DRG-8

ARTICLES OF MERGER
Merger Sheet

MERGING:

KAUFMAN MOBILE HOME SUPPLIES OF FLORIDA, INC., a Florida
corporation, document number F90357

INTO

KE ACQUISITION CORP., a Delaware corporation not qualified in Florida.

File date: July 2, 1998

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: K.E. ACQUISITION CORP.
Ref. Number: S96706

*WALK-IN
PICK-UP*

We have received your document for K.E. ACQUISITION CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE REQUIREMENTS FOR THE ADOPTION OF MERGER FOR THE SURVIVOR ARE NOT ADDRESSED. PLEASE GIVE THE DATE AND MANNER OF ADOPTION FOR KE ACQUISITION CORP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 298A00036098

*ATTN: KAREN Gibson
Please Backdate
TO July 2nd*

*RECEIVED
93 JUL -7 PM 1:17
DIVISION OF CORPORATION*

FILED
98 JUL -2 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
KAUFMAN MOBILE HOME SUPPLIES OF FLORIDA, INC.
INTO
KE ACQUISITION CORP.

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The Plan of Merger is attached hereto and made a part hereof as Exhibit A.
2. With respect to each corporation which is a party to the merger:
 - (a) The Plan of Merger was duly adopted by the shareholders of Kaufman Mobile Home Supplies of Florida, Inc. on and as of July 1, 1998.
 - (b) The Plan of Merger was duly adopted by the stockholders of KE Acquisition Corp. on and as of July 1, 1998.
3. These Articles of Merger shall become effective upon filing.

Date: July 1, 1998

KAUFMAN MOBILE HOME SUPPLIES
OF FLORIDA, INC., a Florida corporation

By: Richard L. Kaufman
Richard L. Kaufman, President

Date: July 1, 1998

KE ACQUISITION CORP.,
a Delaware corporation

By: Barry S. Logan
Barry S. Logan, President

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") made as of July 1, 1998 by and between KE ACQUISITION CORP., a Delaware corporation (the "Corporation"), and KAUFMAN MOBILE HOME SUPPLIES OF FLORIDA, INC., a Florida corporation ("Supplies-Florida").

The Corporation, Supplies-Florida and the shareholders of Supplies-Florida are among the parties to an Acquisition and Merger Agreement dated as of July 1, 1998 (the "Acquisition Agreement") which provides, among other things, for the merger of Supplies-Florida with and into the Corporation in a taxable transaction. The Boards of Directors of each of the Corporation and Supplies-Florida has deemed it advisable and in the best interests of each of the Corporation and Supplies-Florida that Supplies-Florida be merged with and into the Corporation (the "Merger") upon the terms and conditions set forth herein.

Accordingly, the parties hereto agree as follows:

ARTICLE I THE MERGER

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Date (as defined below), Supplies-Florida shall be merged with and into the Corporation, with the Corporation being the surviving corporation in the Merger. Upon the effectiveness of the Merger, the Corporation shall possess all of the rights, privileges, powers and franchises of Supplies-Florida, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to Supplies-Florida shall be vested in the Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Corporation, and the title to any real estate vested by deed or otherwise in Supplies-Florida shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Supplies-Florida shall be preserved unimpaired, and all debts, liabilities and duties of Supplies-Florida shall, following the Merger, attach to the Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Corporation.

1.2 Consummation of the Merger. The Corporation and Supplies-Florida shall cause Articles of Merger to be filed with the Secretary of State of Florida in such form as is required by, and executed in accordance with, the relevant provisions of the Florida Business Corporation Act and the Corporation, as the surviving corporation, shall cause a Certificate of Merger to be filed with the Secretary of State of Delaware in such form as is required by, and executed in accordance with, the relevant provisions of the Delaware General Corporation Law. The date when the merger becomes effective is herein referred to as the "Effective Date." The Effective Date shall be upon filing the Certificate of Merger with the Secretary of State of the State of Delaware.

1.3 Further Assurances. If at any time after the Effective Date the Corporation shall consider or be advised that any further deeds, assignments, assurances or any other acts are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Corporation, the title to any property or right of Supplies-Florida acquired or to be acquired by reason or as a result of the Merger, Supplies-Florida agrees that the Corporation and its officers may execute and deliver all such deeds, assignments and assurances and do all acts necessary, desirable or proper to vest, perfect or confirm title to such property or right in the Corporation, and the officers of the Corporation are fully authorized in the name of Supplies-Florida or otherwise to take any and all such action.

ARTICLE II THE CORPORATION

2.1 Certificate of Incorporation. Simultaneous with the Effective Date, the Certificate of Incorporation of the Corporation shall be amended to change the Corporation's name to Kaufman Supply, Inc. and, as amended, shall be the Certificate of Incorporation of the Corporation until amended or repealed in accordance with the terms thereof and applicable law.

2.2 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Date, shall continue to be the Bylaws of the Corporation until amended or repealed in accordance with the provisions thereof, the Certificate of Incorporation of the Corporation and applicable law.

2.3 Directors. The directors of the Corporation, as of the Effective Date, shall continue to be the directors of the Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Corporation and the Delaware General Corporation Law, or until their earlier resignation or removal.

2.4 Officers. The officers of the Corporation, as of the Effective Date, shall continue to be the officers of the Corporation until their successors are duly appointed and qualified in the manner provided in the Bylaws of the Corporation and the Delaware General Corporation Law, or until their earlier resignation or removal.

ARTICLE III CONVERSION AND EXCHANGE OF SHARES

3.1 Supplies-Florida Shares.

(a) Common Stock. Each outstanding share of the Common Stock of Supplies-Florida (other than Dissenting Shares) shall be converted and exchanged for the right to receive consideration in the amount of \$562.61 per share of Common Stock.

(b) Exchange Consideration. The cash payment that a holder of shares of Common Stock of Supplies-Florida is entitled to receive as a result of the merger is referred to herein as the "Exchange Consideration." The Exchange Consideration which each shareholder of Supplies-Florida is entitled to receive is payable in immediately available funds, following the Effective Date and receipt by the Corporation of all of the following items: (i) the original share certificate representing such share of Common Stock, (ii) the fully executed Acquisition Agreement and (iii) all of the agreements, instruments and other items required to be delivered to the Corporation pursuant to Section 1.3 of the Acquisition Agreement.

(c) Modifications to Exchange Consideration. Notwithstanding (b), the Exchange Consideration is subject to the following:

(i) Pursuant to the Acquisition Agreement, a portion of the cash payment shall be withheld from the Exchange Consideration payable to the holders of shares of Common Stock of Supplies-Florida and shall be paid to the Escrow Agent to be held and disbursed by it under the terms of the Escrow Agreement (as such terms are defined in the Acquisition Agreement).

(ii) The Exchange Consideration to which the shareholders (as such term is defined in the Acquisition Agreement) are entitled to receive is subject to adjustment pursuant to Section 1.2(d) of the Acquisition Agreement.

(d) Effect of Merger. Following the Effective Date, the shares of Common Stock of Supplies-Florida shall no longer be deemed to be outstanding and all rights with respect to such shares, except for the right to receive the Exchange Consideration as provided above and rights with respect Dissenting Shares (discussed below), shall immediately cease and terminate.

3.2 Corporation Shares. The Common Stock of the Corporation will not be converted, exchanged or altered in any manner as a result of the Merger and shall continue to remain issued and outstanding.

3.3 Dissenting Shares. Each Dissenting Share shall be converted solely into the right to receive payment from the Surviving Corporation with respect thereto in accordance with the Florida Business Corporation Act. As used herein, the term "Dissenting Share" means any share of Common Stock of Supplies-Florida with respect to which the record owner thereof has exercised his, her or its dissent rights under the Florida Business Corporation Act.

ARTICLE IV CLOSING

4.1 Closing. Subject to the terms and conditions of this Plan and the Acquisition Agreement, the closing of the Merger (the "Closing") will take place contemporaneously with the Effective Date.

4.2 Closing of Supplies-Florida Transfer Books. At the Effective Date, the stock transfer books of Supplies-Florida shall be closed and no outstanding transfer of the Supplies-Florida stock shall thereafter be made.

4.3 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement or abandon the Merger or this Plan prior to the Effective Date.

ARTICLE V MISCELLANEOUS

5.1 Acquisition Agreement. In addition to the terms and conditions set forth in this Plan, the Merger is also subject to the terms and conditions contained in the Acquisition Agreement. Pursuant to the Acquisition Agreement, among other things, various representations, warranties, covenants, and agreements were made to and for the benefit of the Corporation and the parties thereto relating and pertaining to Supplies-Florida and other matters referred to therein. In the event of any conflict in the provisions of this Plan and the Acquisition Agreement, the provisions of the Acquisition Agreement will control.

5.2 Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. Neither this Plan nor any of the rights, interests or obligations hereunder shall be assigned (including by operation of law) by either party without the prior written consent of the other party.

5.3 Severability. Whenever possible, each provision of this Plan will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Plan is held to be prohibited by or invalid under applicable law, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Plan.

5.4 Captions. The captions used in this Plan are for convenience of reference only and do not constitute a part of this Plan and will not be deemed to limit, characterize or in any way affect any provision of this Plan, and all provisions of this Plan will be enforced and construed as if no caption had been used in this Plan.

5.5 Complete Agreement. This Plan and the Acquisition Agreement contain the complete agreement among the parties related to the Merger and supersede any prior understandings, agreements or representations by or between the parties, written or oral, which may have related to the subject matter hereof.

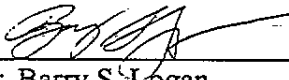
5.6 Counterparts. This Plan may be executed in one or more counterparts all of which taken together will constitute one and the same instrument.

5.7 Governing Law. The internal law (and not the law of conflicts) of the State of Delaware will govern all questions concerning the construction, validity and interpretation of this Plan and the performance of the obligations imposed by this Plan.


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IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the day and year first above written.

KE ACQUISITION CORP., a
Delaware corporation

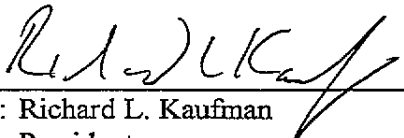
By: 
Name: Barry S. Logan
Title: President

ATTEST:

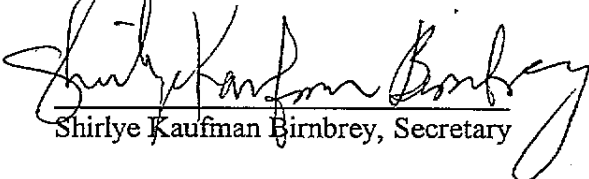

Manuel J. Perez de la Mesa
Secretary

[CORPORATE SEAL]

KAUFMAN MOBILE HOME SUPPLIES OF
FLORIDA, INC., a Florida corporation

By: 
Name: Richard L. Kaufman
Title: President

ATTEST:


Shirley Kaufman Birnbrey, Secretary

[CORPORATE SEAL]