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G31570

September 10, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

100002984591--3

-09/13/99-01032-009

*****78.75 *****78.75

RE: ARTICLES OF MERGER/ADAMS BUILDING MATERIALS, INC. AND
ADAMS BUILDING COMPONENTS, INC.

Gentlemen:

EFFECTIVE DATE
10/1/99

FILED
99 SEP 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have enclosed for filing in your records the Articles of Merger with respect to the two above-referenced entities. Please return a certified copy to me at the above Winter Haven address.

I have enclosed my firm's check in the amount of \$78.75 for the filing fee and the cost of the certified copy.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,



KERRY M. WILSON

:pk

Enclosures

xc: Gregory J. Adams
William A. Rowse, Jr.

V. SHEPARD SEP 20 1999

menger

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

ADAMS BUILDING COMPONENTS, INC., a Florida corporation, 251613

INTO

ADAMS BUILDING MATERIALS, INC., a Florida entity, G31570

File date: September 13, 1999, effective October 1, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
ADAMS BUILDING MATERIALS, INC.
AND
ADAMS BUILDING COMPONENTS, INC.**

FILED
99 SEP 13 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


EFFECTIVE DATE
10/1/99

ADAMS BUILDING MATERIALS, INC., a Florida corporation("ABM"), and ADAMS BUILDING COMPONENTS, INC., a Florida corporation("ABC"), being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

1. A copy of the Plan of Merger is attached as Exhibit "A" hereto(the "Plan").
2. The effective date of the merger is: October 1, 1999.
3. The Board of Directors of ABM approved and adopted the Plan and recommended the Plan to the shareholders of ABM by unanimous written consent dated September 3, 1999.
4. The Board of Directors of ABC approved and adopted the Plan and recommended the Plan to the shareholders of ABC by unanimous written consent dated September 3, 1999.
5. Each class of shareholders of ABM approved the Plan by unanimous written consent dated September 3, 1999.
6. Each class of shareholders of ABC approved the Plan by unanimous written consent dated September 3, 1999.
7. The Articles of Incorporation of ABM, as amended prior to the effective date, shall continue to be its Articles of Incorporation following the effective date of the merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on September 8, 1999.

ADAMS BUILDING MATERIALS, INC.

By 
Gregory J. Adams
Its President

ADAMS BUILDING COMPONENTS, INC.

By *Gregory J. Adams*
Gregory J. Adams
Its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of September, 1999, by Gregory J. Adams, as President of ADAMS BUILDING MATERIALS, INC., a Florida corporation, on behalf of said corporation. He is personally known to me or produced a Florida driver's license as identification.

(AFFIX SEAL)



Serina A. Joplin
NOTARY PUBLIC/STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of September, 1999, by Gregory J. Adams, as President of ADAMS BUILDING COMPONENT, INC., a Florida corporation, on behalf of said corporation. He is personally known to me or produced a Florida driver's license as identification.

(AFFIX SEAL)



Serina A. Joplin
NOTARY PUBLIC/STATE OF FLORIDA

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EXHIBIT "A"

PLAN OF MERGER

ADAMS BUILDING MATERIALS, INC., a Florida corporation ("ABM"), and ADAMS BUILDING COMPONENTS, INC., a Florida corporation ("ABC"), hereby adopt the following Plan of Merger pursuant to §607.1101, Fla. Stat. (1997).

1. Name of each corporation planning to merge is:
Adams Building Materials, Inc.
Adams Building Components, Inc.

2. Name of surviving corporation is:
Adams Building Materials, Inc.

3. On the effective date of the merger, the separate existence of ABC shall cease, and ABM shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of ABC, without the necessity for any separate transfer. ABM shall thereafter be responsible and liable for all liabilities and obligations of ABC, and neither the rights of creditors nor any liens on the property of ABC shall be impaired by the merger.

4. The manner and basis of converting the of ABC into shares of ABM is as follows:

- (a) Each share of common stock of ABC issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of ABM, which shares of common stock of ABM shall thereupon be issued and outstanding. Each share of voting stock of ABC shall be exchanged for one share of voting stock of ABM, and each share of non-voting stock of ABC shall be exchanged for one share of non-voting stock of ABM.

- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in ABC shall surrender them to ABM or its duly appointed agent, in such manner as ABM shall legally require. On receipt of such share certificates, ABM shall issue and exchange therefor certificates of shares of common stock in ABM, representing the number of shares of such stock to which such holder is entitled as provided above. ABM shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion of their fractional share interests.

(c) Holders of certificates of common stock of ABC shall not be entitled to dividends payable on shares of stock in ABM until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of ABC issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in ABM.

5. This Plan of Merger is intended in all respects to comply with the terms of Section 368(a)(1)(A) of the Internal Revenue Code, and all terms should be construed in favor of such compliance.

6. The Articles of Incorporation and Bylaws of ABM shall continue to be its Articles of Incorporation and Bylaws following the effective date of the merger. The officers and directors of ABM shall continue as the directors and officers of ABM for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that ABC may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before September 30, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. The effective date of the merger is: **October 1, 1999.**


10. This plan of merger may be abandoned by action of the Board of Directors of either ABM or ABC at any time prior to the effective date on the happening of either of the following events:


(a) If the merger is not approved by the stockholders of either ABM or ABC on or before September 30, 1999; or

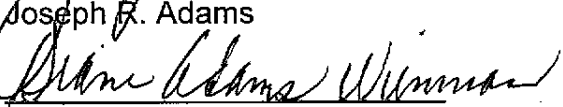
(b) If, in the judgment of the Board of Directors of either ABM or ABC, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

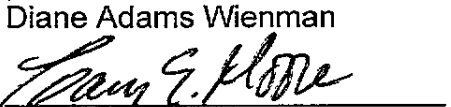
This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Dated this 3 of September, 1999.



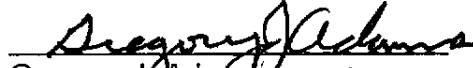
Gregory J. Adams



Joseph R. Adams


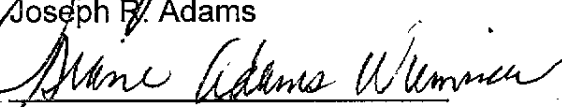
Diane Adams Wienman


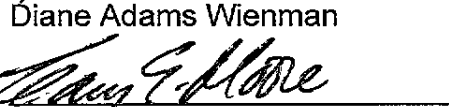
Gary Moore

As the Board of Directors of
ADAMS BUILDING MATERIALS, INC.,
a Florida corporation



Gregory J. Adams


Joseph R. Adams


Diane Adams Wienman


Gary Moore

As the Board of Directors of
ADAMS BUILDING COMPONENTS, INC.,
a Florida corporation