

GS7345

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December 21, 2000

Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Article of Merger

Dear Sir or Madam:

I enclose Article of Merger and a check for filing. I would appreciate it if you would return a confirmation of the filed Articles to me as soon as practical.

Please call me if you have any question.

Sincerely,

500002514005--1
-12/27/00--01037--018
*****70.00 *****70.00

EFFECTIVE DATE
12-31-00


Terry V. Broughton

TVB/nlt
Encl.

Merger
1-9-01
PMS

FILED
00 DEC 27 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FORESTRY RESOURCES, LANDSCAPE SUPPLY, INC., a Florida corporation,
S44719

INTO

FORESTRY RESOURCES, INC., a Florida entity, G57345.

File date: December 27, 2000 , effective December 31, 2000

Corporate Specialist: Doug Spitler

Articles of Merger

(FS § 607.1105)

FORESTRY RESOURCES, LANDSCAPE SUPPLY, INC., and FORESTRY RESOURCES, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Forestry Resources, Landscape Supply, Inc., shall be merged into Forestry Resources, Inc. Forestry Resources, Inc., shall be the surviving corporation. Prior to the merger the ownership of Forestry Resources, Landscape Supply, Inc., is identical to the ownership of Forestry Resources, Inc.
2. The effective date of the Merger is: midnight, December 31, 2000.
3. Forestry Resources, Landscape Supply, Inc., adopted the Plan of Merger on December 19, 2000, by a vote of the shareholders and board of directors.
4. Forestry Resources, Inc., adopted the Plan of Merger on December 19, 2000 by a vote of the shareholders and board of directors.

FORESTRY RESOURCES,
LANDSCAPE SUPPLY, INC.,
a Florida corporation

By: _____

John Cauthen, President

By: _____

John Cauthen, Secretary

[CORP. SEAL]

EFFECTIVE DATE
12-31-00

FORESTRY RESOURCES, INC.,
a Florida corporation

By: _____

John Cauthen, President

By: _____

John Cauthen, Secretary

[CORP. SEAL]

FILED
00 DEC 27 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING instrument was acknowledged before me this 19 day of December, 2000, by John Cauthen, President, and John Cauthen, Secretary of, Forestry Resources Landscape Supply, Inc., a Florida corporation.

They are personally known to me or have produced _____ as identification.

Notary Public

Printed Name: MARIA Q. MANEY

Commission Expires: OCT. 17, 2003

[Seal]

Maria Q Maney
My Commission CC880214
Expires October 17, 2003

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING instrument was acknowledged before me this 19 day of December, 2000, by John Cauthen, President, and John Cauthen, Secretary of Forestry Resources, Inc., a Florida corporation.

They are personally known to me or have produced _____ as identification.

Notary Public

Printed Name: MARIA Q. MANEY

Commission Expires: OCT. 17, 2003

[Seal]

Maria Q Maney
My Commission CC880214
Expires October 17, 2003

PLAN OF MERGER

(FS §§ 607.1101; 607.1103)

Forestry Resources, Landscape Supply, Inc., a Florida corporation, and Forestry Resources, Inc., a Florida corporation, hereby adopt the following Plan of Merger pursuant to § 607.1101, Fla. Stat. (1996).

1. Name of each corporation planning to merge is:
FORESTRY RESOURCES, LANDSCAPE SUPPLY, INC., a Florida corporation AND
FORESTRY RESOURCES, INC., a Florida corporation
2. Name of surviving corporation is: Forestry Resources, Inc.,
3. The terms and conditions of the merger are as follows:

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

4. The manner and basis of converting the shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows:

(a) One (1) share of the issued common stock of Forestry Resources, Landscape Supply, Inc., issued and outstanding on the effective date of the merger shall be converted into one share of issued common stock of Forestry Resources, Inc., which shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(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 Forestry Resources, Landscape Supply, Inc., shall surrender them to Forestry Resources, Inc., or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation 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 interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation 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 the surviving corporation.

5. **Changes in Articles of Incorporation.** The articles of incorporation of the Forestry Resources, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

6. **Changes in Bylaws.** The bylaws of the Forestry Resources, Inc., shall continue to be its bylaws following the effective date of the merger.

7. **Effective Date.** The effective date of the merger shall be midnight, December 31, 2000.

8. **Directors and Officers.** The directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

8. **Prohibited Transactions.** 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 the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida.

9. **Approval by Stockholders.** 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 12/29/00, or at such other time as to which the boards of directors of the constituent corporations may agree.

10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation 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 the surviving or the absorbed corporation on or before December 29, 2000; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.


John Caughen

As the Board of Directors of
FORESTRY RESOURCES,
LANDSCAPE SUPPLY, INC.,
a Florida corporation


John Caughen

As the Board of Directors of
FORESTRY RESOURCES, INC.,
a Florida corporation