

H31618

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(Address)

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(Business Entity Name)

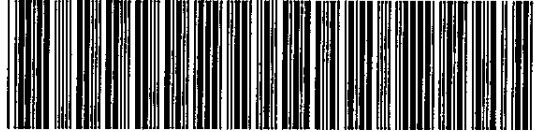
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05 MAR 15 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DR

3/16/05

Law Offices
Gary, Dytrych & Ryan

PROFESSIONAL ASSOCIATION

JOHN W. GARY, III
JAMES H. RYAN
DONALD R. BICKNELL, JR.
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RICHARD G. DYTRYCH
1925 - 1996

701 U.S. HIGHWAY ONE, SUITE 402
NORTH PALM BEACH, FLORIDA 33408
TELEPHONE (561)-844-3700
FAX (561)-844-2388

February 23, 2005

Amendment Section
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

RE: Southern Building Products, Inc.
Articles of Merger

Dear Sirs:


Enclosed please find the following:

1. Check in the amount of \$113.75 (\$105.00 for the filing fee and \$8.75 for the certified copy
2. Articles of Merger to be filed among your records, along with a copy thereof to be certified
3. Return envelope

Thank you for your assistance in this matter.

Sincerely yours,

GARY, DYTRYCH & RYAN, P. A.

By: 
Sue Hudson, Assistant
to Alys Nagler Daniels

:sh
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 3, 2005

RESUBMIT

SUE HUDSON, ASSISTANT
C/O GARY DYTRYCH & RYAN
701 U.S. HWY. ONE, STE. 402
N/PALM BEACH, FL 33408

Please return to
CSC
Susie Knight
1201 Hays St.
Tallahassee, FL 32301

SUBJECT: SOUTHERN BUILDING PRODUCTS, INC.
Ref. Number: H31618

We have received your document for SOUTHERN BUILDING PRODUCTS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 205A00014877

RECEIVED
05 MAR 15 PM 1:03
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Southern Building Products, Inc.

Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Southern Truss of Central Florida, Inc.

Florida

Southern Truss of Ft. Myers, Inc.

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/15/04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/15/04.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

05 MAR 15 PM 1:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Southern Truss of Central
Florida, Inc.

[Signature]

John C. Byers, President

~~Southern Truss of Et. Myers, Inc.~~

[Handwritten signature]

John C. Byers, President

Southern Building Products, Inc.

nc. _____

Elaine F. Byers, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Southern Building Products, Inc.	Florida

SECOND: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Southern Truss of Central Florida, Inc.	Florida
Southern Truss of Ft. Myers, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

3.01 Plan Adopted. A plan of merger of Southern Truss of Central Florida, Inc. and Southern Truss of Ft. Myers, Inc. ("Absorbed Entities") and Southern Building Products, Inc. ("Surviving Entity") pursuant to Florida Statute 607, is adopted as follows:

- (a) Absorbed Entities shall be merged with and into Surviving Entity, to exist and be governed by the laws of the State of Florida.
- (b) The name of the Surviving Entity shall be Southern Building Products, Inc.
- (c) On the effective date of the merger, the separate existence of the Absorbed Entities shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entities, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entities, and neither the rights of creditors nor any liens on the property of the Absorbed Entities shall be impaired by the merger.
- (d) The Surviving Entity will carry on business with the assets of the Absorbed Entities, as well as with the assets of Surviving Entity.
- (e) The shareholders of Surviving Entity will retain their shareholder interest in the Surviving Entity.
- (f) The Articles of Incorporation of Surviving Entity, as existing on the effective date of the merger shall continue in full force as the Articles of Incorporation of the Surviving

Entity until altered, amended, or repealed as provided in the Articles or as provided by law.

(g) The Bylaws of Surviving Entity, as existing on the effective date of the merger shall continue in full force as the Bylaws of the Surviving Entity until altered, amended, or repealed as provided in the Articles or as provided by law.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: In exchange for the shareholder interest of Absorbed Entities surrendered by its shareholders, the Surviving Entity will issue and transfer to these shareholders a one-tenth share of Surviving Entity for each share of surrendered Absorbed Entity.

FIFTH: Effective Date. The effective date of the merger ("Effective Date") shall be the date the Articles of Merger are filed with the Secretary of State.

Absorbed Entities:

Southern Truss of Central Florida, Inc.

BY: 

John C. Byers, as Pres.

Southern Truss of Ft. Myers, Inc.

BY: 

John C. Byers, as Pres.

Surviving Entity:

Southern Building Products, Inc.

BY: 

Elaine F. Byers, as Pres.