



519810

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

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FILING

merger

1.) S + S Building Materials of Pinellas, Inc. (FL)
(CORPORATE NAME & DOCUMENT #) Into (TN)

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(CORPORATE NAME & DOCUMENT #)

\$70.00

RECEIVED
OCT 20 AM 9:43
DIVISION OF CORPORATION

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*****420.00 *****70.00

SPECIAL INSTRUCTIONS

See 10/21

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98 OCT 20 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: S & S BUILDING MATERIALS OF PINELLAS, INC.
Ref. Number: J19810

We have received your document for S & S BUILDING MATERIALS OF PINELLAS, INC. 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 name of the person signing the document must be typed or printed beneath or opposite the signature.

Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00051730

ARTICLES OF MERGER
Merger Sheet

MERGING:

S & S BUILDING MATERIALS OF PINELLAS, INC., a florida corporation,
J19810

INTO

S & S BUILDING MATERIANs OF PINELLAS, INC., a Tennessee corporation
not qualified in Florida.

File date: October 20, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
OF
S & S BUILDING MATERIALS OF PINELLAS, INC. (FL)
WITH AND INTO
S & S BUILDING MATERIALS OF PINELLAS, INC. (TN)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), S & S Building Materials of Pinellas, Inc., a Florida Corporation ("SSBMP-FL"), and S & S Building Materials of Pinellas, Inc., a Tennessee Corporation ("SSBMP-TN"), collectively referred to as the "Merging Corporations," adopt the following Articles of Merger for the purpose of merging SSBMP-FL with and into SSBMP-TN, with SSBMP-TN being the surviving corporation (the "Merger").

1. The Plan of Merger approved by each of the Merging Corporations is attached hereto as Exhibit A.
2. The effective date of the Merger shall be the later of the date Articles of Merger are filed with the Secretary of State of the State of Tennessee or the date of filing hereof.
3. Approval of the Plan of Merger by the shareholders of SSBMP-TN is not required by the Tennessee Business Corporation Act. The Plan of Merger was approved by the sole director of SSBMP-TN on October 14, 1998.
4. The Plan of Merger was approved by the sole shareholder of SSBMP-FL on October 14, 1998.

Dated as of October 14, 1998.

S & S BUILDING MATERIALS OF PINELLAS, INC.,
a Florida corporation

By: [Signature] W.E. SHERIFF
Title: Chairman

S & S BUILDING MATERIALS OF PINELLAS, INC.,
a Tennessee corporation

By: [Signature]
Title: Chairman

**PLAN OF MERGER
OF
S & S BUILDING MATERIALS OF PINELLAS, INC. (FL)
WITH AND INTO
S & S BUILDING MATERIALS OF PINELLAS, INC. (TN)**

1. Constituent Corporations: Surviving Corporations. The corporations proposing to merge are S & S Building Materials of Pinellas, Inc., a Tennessee corporation ("SSBMP-TN"), and S & S Building Materials of Pinellas, Inc., a Florida corporation ("SSBMP-FL"). SSBMP-FL proposes to merge with and into SSBMP-TN, with SSBMP-TN being the "Surviving Corporation" (the "Merger"). The Surviving Corporation's name shall be S & S Building Materials of Pinellas, Inc.
2. Terms and Conditions of Merger. The Merger will become effective upon the later of the filing of the Articles of Merger (the "Articles of Merger") in the office of the Secretary of State of the State of Tennessee or the filing of the Articles of Merger in the office of the Secretary of State of the State of Florida (the "Effective Time").
 - a. Continuation of SSBMP-TN. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties, and assets of SSBMP-TN shall continue unaffected and unimpaired by the Merger.
 - b. Termination of Existence of SSBMP-FL. Following the effectiveness of the Merger, the separate existence of SSBMP-FL shall cease, and all rights, privileges, powers, properties, and assets of SSBMP-FL shall be vested in SSBMP-TN and shall be effectively the property of SSBMP-TN as they were of SSBMP-FL.
3. Organization of Surviving Corporation.
 - a. Governing Documents. The Charter of SSBMP-TN shall be the Charter of the Surviving Corporation (the "Charter"), and the Bylaws of SSBMP-TN shall be the Bylaws of the Surviving Corporation (the "Bylaws"), at and after the Effective Time.
 - b. Directors and Officers. The directors and officers of SSBMP-TN shall be the directors and officers of the Surviving Corporation immediately at and after the Effective Time. Each such director and officer shall hold such office until his successor has been elected or appointed and qualified to serve, or as otherwise provided by the Charter or Bylaws.
4. Conversion of Common Stock. At the Effective Time, each issued and outstanding share of the common stock of SSBMP-FL, shall not be converted into shares of SSBMP-TN capital stock, but shall be canceled, and the outstanding capital stock of SSBMP-TN shall not be changed, but shall be and remain the same as before the Effective Time.