



THE UNITED STATES  
CORPORATION  
COMPANY

K65457

ACCOUNT NO. : 072100000032

REFERENCE : 652459 4303966

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 652459-005

CUSTOMER NO: 4303966

400002385944--6  
-12/30/97--01056--009  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

CUSTOMER: Emil C. Marquardt, jr  
Macfarlane Ferguson & McMullen  
111 Madison Street, Suite 2300

Tampa, FL 33602

ARTICLES OF MERGER

FFD, INC.

INTO

SUWANNEE LUMBER CO.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED  
97 DEC 30 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 DEC 30 AM 11:25

*Merges  
PEG  
12/31*

K65457

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FFD, INC., a Florida corporation, document number 178195

INTO

**SUWANNEE LUMBER CO.,** a Florida corporation, K65457

File date: December 30, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

DEC 30 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned SUWANNEE LUMBER CO., the surviving corporation, and FFD, Inc. hereby execute Articles of merger whereby FFD, Inc. is merged into Suwannee Lumber co.

1. The Plan of Merger was adopted by the Board of Directors of each corporation as reflected in the Minutes of the Board of Directors of Suwannee Lumber Co., attached hereto as Exhibit A, and the Board of Directors of FFD, Inc., attached hereto as Exhibit B.
2. The effective date of the merger is the date on which these Articles of Merger are filed with the Florida Secretary of State's office.
3. The Shareholders of both corporations, by a vote of more than fifty percent (50%) of the shareholders of each corporation have approved the Plan of Merger as reflected in Exhibits A and B.

SUWANNEE LUMBER CO.

By: [Signature]  
Daniel Dickert, President

STATE OF FLORIDA  
COUNTY OF DIXIE

BEFORE ME, a Notary Public authorized to take acknowledgements, in this State and County set forth above, personally appeared DANIEL DICKERT who is personally known to me or who produced \_\_\_\_\_ as identification and known by me to be the persons who executed the foregoing Articles of Merger, and he acknowledged before me that he executed the Articles of Merger this 23 day of December, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of December, 1997.

[Signature]  
Notary Public  
Name: SHERRY L. FLETCHER  
Commission Expires: \_\_\_\_\_



SHERRY L. FLETCHER  
MY COMMISSION # CC383152 EXPIRES  
JUNE 14, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

FFD, INC.

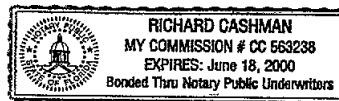
By: Michael Foley  
Michael Foley, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements, in this State and County set forth above, personally appeared MICHAEL FOLEY who is personally known to me or who produced \_\_\_\_\_ as identification and known by me to be the persons who executed the foregoing Articles of Merger, and he acknowledged before me that he executed the Articles of Merger this 23<sup>rd</sup> day of DECEMBER, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23<sup>rd</sup> day of DECEMBER, 1997.

Richard Cashman  
Notary Public  
Name: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_



MINUTES OF MEETING  
OF THE BOARD OF DIRECTORS OF  
SUWANNEE LUMBER CO.

A meeting of the Board of Directors of Suwannee Lumber Co. was held in Cross City, Florida on December 9, 1997. All members of the Board of Directors were present. The purpose of the meeting was to adopt a Plan of Merger between the Corporation and FFD, Inc. Upon Motion of Milton Joseph Foley, seconded by John Faircloth, the following Plan of Merger was unanimously adopted by the Board of Directors.

"RESOLVED, that the following Plan of Merger is hereby approved:


1. Suwannee Lumber Co. will merge with FFD, Inc. Suwannee Lumber Co. will be the surviving corporation.
2. The Shareholders of Suwannee are also the Shareholders of FFD, Inc. and own the same number of shares in Suwannee Lumber Co. as they own in FFD, Inc. As a result of the merger, the Shareholders of FFD, Inc. will own the same number of shares, with identical designations, preferences, limitations and relative rights immediately after merger in Suwannee as they presently own in FFD, Inc.
3. As a result of the merger of Suwannee Lumber Co. with FFD, Inc., the present officers and directors of Suwannee will remain the officers and directors of Suwannee.
4. As a result of the merger, the assets of FFD, Inc. shall become the assets of Suwannee and Suwannee shall assume all liabilities and obligations of FFD, Inc.

5. The effective date of the merger shall be the date on which the Articles of Merger are filed with the Florida Secretary of State's office.
6. The Plan of Merger shall be presented to the Shareholders of Suwannee Lumber Co. for approval.
7. The President of this corporation shall execute Articles of Merger and deliver them to the Florida Secretary of State and do all other things as may be required to affect said Plan of Merger."

THERE BEING NO FURTHER BUSINESS, the meeting was adjourned.


Dated this 9th day of December, 1997.

  
LOYCELLE DICKERT, Director

  
JOHN FAIRCLOTH, Director

  
FRANK FAIRCLOTH, Director

  
MICHAEL DICKERT, Director

  
DANIEL DICKERT, Director

*Milton J. Foley*

MILTON J. FOLEY, Director

*Michael Foley*

MICHAEL FOLEY, Director

APPROVED BY THE SHAREHOLDERS OF SUWANNEE LUMBER CO.

The following Shareholders of Suwannee Lumber Co. approve the Plan of Merger adopted by the Board of Directors of Suwannee Lumber Co. on December 9, 1997:

PERCENTAGE OF SHARES OWNED

Milton J. Foley  
MILTON J. FOLEY  
Dated December 22, 1997

28.63%

Kathryn Foley  
KATHRYN FOLEY  
Dated December 22, 1997

8.55%

Michael Foley  
MICHAEL FOLEY  
Dated December 22, 1997 *Thy E*

6.85%

Carol Foley  
CAROL FOLEY  
Dated December 22, 1997

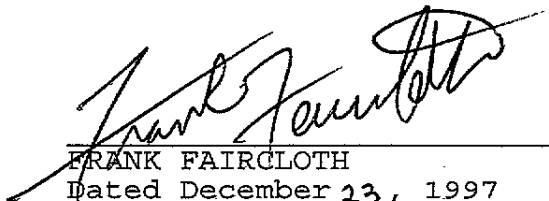
1.70%





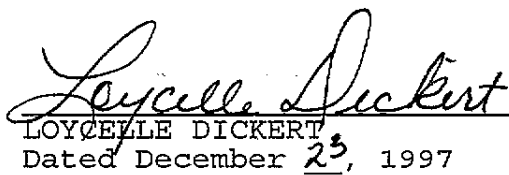
JOHN FAIRCLOTH  
Dated December 23, 1997

12.84%



FRANK FAIRCLOTH  
Dated December 23, 1997

12.84%



LOYCELLE DICKERT  
Dated December 23, 1997

25.68%



G. THOMAS DICKERT  
Dated December 23, 1997

2.92%

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OF THE BOARD OF DIRECTORS OF  
FFD, INC.

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2. The Shareholders of FFD are also the Shareholders of Suwannee Lumber Co. and own the same number of shares in FFD, Inc. as they own in Suwannee Lumber Co. As a result of the merger, the Shareholders of Suwannee Lumber Co. will own the same number of shares, with identical designations, preferences, limitations and relative rights immediately after merger in Suwannee as they presently own in Suwannee Lumber Co.
3. As a result of the merger of FFD, Inc. into Suwannee Lumber Co., the present officers and directors of Suwannee Lumber Co. will remain the officers and directors of Suwannee Lumber Co.
4. As a result of the merger, the assets of FFD, Inc. shall become the assets of Suwannee Lumber Co. and Suwannee

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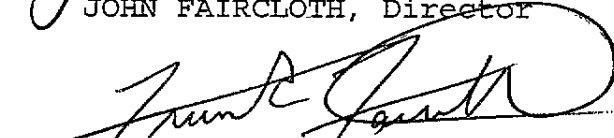
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*Michael Foley*

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*Loycelle Dickert*

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Dated December 23, 1997

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*G. Thomas Dickert*

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Dated December 23, 1997

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