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TALLAHASSEE, FLORIDA

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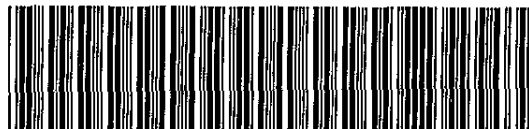
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# HONIGMAN

Honigman Miller Schwartz and Cohn LLP  
Attorneys and Counselors

Renee M. Tomko, Paralegal

(313) 465-7272  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Via Federal Express*

December 15, 2005

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Florida Building Products, Inc./Florida Building Products, LLC**

Dear Sir/Madam:

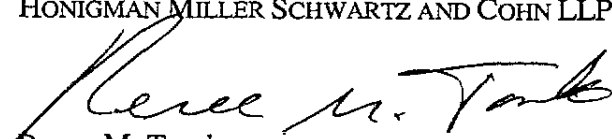
Enclosed please find the Articles of Merger and a Plan of Merger for the merger between Florida Building Products, Inc. (a Florida corporation) and Florida Building Products, LLC (a Michigan limited liability company).

Also enclosed is our firm's check in the amount of \$68.75 for the filing fees. Please file same in your usual manner and return the certified copies in the enclosed Federal Express envelope.

If you have any other questions, or need additional information, please feel free to contact me.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN LLP

  
Renee M. Tomko  
Paralegal

Enclosures

cc: Roger Cook, Esq.  
Dave Furstenberg

# HONIGMAN

Honigman Miller Schwartz and Cohn LLP  
Attorneys and Counselors

Renee M. Tomko, Paralegal

**FILED**

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2005 DEC 16 P 3:24  
Via Federal Express  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 20, 2005

Florida Department of State  
Division of Corporations  
Attn: Agnes Lunt  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Florida Building Products, Inc./Florida Building Products, LLC**

Dear Agnes:

Per our telephone conversation today, December 20, 2005, enclosed please find an additional check for \$21.25, to cover the certified copy fee for Articles of Merger and a Plan of Merger for the merger between Florida Building Products, Inc. (a Florida corporation) and Florida Building Products, LLC (a Michigan limited liability company).

Also enclosed is a Federal Express envelope for your use in returning the documents.

Thank you for your assistance in this matter. If you have any other questions, or need additional information, please feel free to contact me.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN LLP



Renee M. Tomko  
Paralegal

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with section(s) 608.4382, and/or 620.203 Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Building Products, Inc. 4500 PGA Boulevard, Suite 400 Palm Beach Gardens, FL 33418 Florida Document/Registration Number: <u>H51320</u>	Florida	Profit Corporation
Florida Building Products, LLC 100 Bloomfield Hills Parkway, Suite 300 Bloomfield Hills, MI 48304 Florida Document/Registration Number: <u>M05000006247</u>	Michigan	Limited Liability Company

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Building Products, LLC 100 Bloomfield Hills Parkway, Suite 300 Bloomfield Hills, MI 48304	Michigan	Limited Liability Company

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each

domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

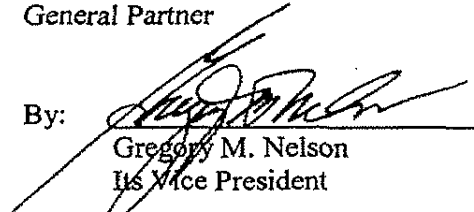
**NINTH:** The merger shall become effective as of 11:59 p.m. on December 31, 2005.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

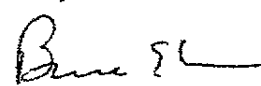
**FLORIDA BUILDING PRODUCTS, LLC,**  
a Michigan limited liability company

By: DiVosta Homes, L.P.,  
a Delaware limited partnership,  
Sole Member

By: DiVosta Homes Holdings, LLC  
a Delaware limited liability company,  
General Partner

By:   
Gregory M. Nelson  
Its Vice President

**FLORIDA BUILDING PRODUCTS, INC.,**  
a Florida corporation

By:   
Bruce E. Robinson  
Its Vice President

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## PLAN OF MERGER

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, Florida Statutes, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

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

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Florida Building Products, LLC	Michigan

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

A. Merger. Florida Building Products, Inc., a Florida corporation ("Corporation"), shall be merged with and into Florida Building Products, LLC, a Michigan limited liability company ("Survivor"), in accordance with the laws of the States of Michigan and Florida.

B. Cessation of Business. Effective as of 11:59 p.m. on December 31, 2005, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become the assets and liabilities of the Company.

C. Outstanding Shares; Share Transfer. The Corporation has 4,500 shares of nonvoting common stock outstanding and 500 shares of voting common stock outstanding as of the effective date of this merger.

D. Membership Interests. Prior to the effective date of the merger, the Survivor has one member, DiVosta Homes, L.P., a Delaware limited partnership.

E. Effect on Stock. At the effective time of the merger, each share of common stock of the Corporation issued and outstanding at the effective time of the merger, by virtue of the merger and without any action on the part of the holder of such common share of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any

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consideration, and shall not be converted into membership interests of the Survivor or the right to receive cash or any other consideration.

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F. Effect on Membership Interest. At the effective time of the merger, the member of the Survivor shall continue to be the member of the Survivor with the same rights and ownership interests as immediately before the effective time of the merger.

G. Power of the Board of Directors. The Board of Directors and the officers of the Corporation are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation into the Survivor and the distribution of the Corporation's assets to the Survivor in accordance with the law.

H. Power of the Sole Member. The member of the Survivor is severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as it may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation into the Survivor and the distribution of the Corporation's assets to the Survivor in accordance with the law.

I. Charter Documents. The Articles of Organization of the Survivor, as in effect immediately before the effective time of the merger, shall be the Articles of Organization of the Survivor and shall thereafter continue to be its Articles of Organization until duly altered or amended.

#### FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Paragraphs E and F of the Third Section above.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no outstanding rights to acquire interest, shares, obligations or other securities of the Corporation.

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**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Not Applicable

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

DiVosta Homes, L.P.  
100 Bloomfield Hills Parkway  
Suite 300  
Bloomfield Hills, MI 48304

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

**EIGHTH:** Other provisions, if any, relating to the merger:

- A. Upon the effective date of the merger, the Corporation shall cease to exist. The effective date of the merger shall be as of 11:59 p.m. on December 31, 2005.
- B. The sole member of the Survivor and the sole shareholder of the Corporation is a Delaware limited partnership that has elected to be treated as a corporation for federal tax purposes. The merger is intended to be treated as a complete liquidation of the Corporation under Section 332 of the Internal Revenue Code of 1986, as amended.

[Signature on following page]



**FILED**

**FLORIDA BUILDING PRODUCTS, LLC**  
a Michigan limited liability company

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By: DiVosta Homes, L.P.,  
a Delaware limited partnership,  
Sole Member

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By: DiVosta Homes Holdings, LLC,  
a Delaware limited liability company,  
General Partner

By: 

Gregory M. Nelson  
Its Vice President

**FLORIDA BUILDING PRODUCTS, INC.,**  
a Florida corporation

By: 

Bruce E. Robinson  
Its Vice President

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