

PDI 0000000377



ACCOUNT NO. : 072100000032

REFERENCE 944386 4329325

AUTHORIZATION

*Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : December 26, 2000

ORDER TIME : 9:26 AM

ORDER NO. : 944386-010

CUSTOMER NO: 4329325

800003515633-8

CUSTOMER: Jan D. McCormick, Esq  
Brant Moore Macdonald & Wells,  
P. O. Box 4548  
Jacksonville, FL 32201-4548

ARTICLES OF MERGER

CONEX FOREST PRODUCTS, INC.

INTO

CONEX FOREST PRODUCTS, INC.

EFFECTIVE DATE

1/1/01

FILED  
00 DEC 28 PM 4: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
00 DEC 28 AM 10: 44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: \_\_\_\_\_

*merge*

S. PAYNE JAN 3 - 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONEX FOREST PRODUCTS, INC., a North Carolina corp., F00000003144

INTO

**CONEX FOREST PRODUCTS, INC.**, a Florida entity, P01000000377

File date: December 28, 2000, effective January 1, 2001

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 78.75

EFFECTIVE DATE  
1/1/01

FILED

00 DEC 28 PM 4: 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement") is made, entered into and effective as of January 1, 2001, by and between Conex Forest Products, Inc., a Florida corporation (hereinafter referred to as "Conex Florida"), and Conex Forest Products, Inc., a North Carolina corporation (hereinafter referred to as "Conex North Carolina"). In this Agreement, Conex Florida and Conex North Carolina are sometimes collectively referred to as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Boards of Directors and Stockholders of the Constituent Corporations deem it advisable and in the best business interest of each of the Constituent Corporations that Conex North Carolina (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into Conex Florida and that Conex Florida (hereinafter sometimes the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, as authorized by Florida Statutes Chapter 607 and Sections 368(a)(1)(A) and 368 (a)(1)(F) of the Internal Revenue Code of 1986 as amended, and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving

Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

#### ARTICLE I. - CONSTITUENT CORPORATIONS

A. Conex Florida, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Secretary of State of the State of Florida, effective as of January 1, 2001, has an authorized capitalization of 100,000 shares of capital stock, such authorized capitalization consisting of 100,000 shares of voting common stock with no par value, 100,000 of which are presently issued and outstanding.

B. Conex North Carolina, a corporation organized and existing under the laws of the State of North Carolina, by its Articles of Incorporation, which were filed with the Department of the Secretary of State of the State of North Carolina on April 20, 1989, has an authorized capitalization of 100,000 shares of capital stock, such authorized capital stock consisting of 100,000 shares of voting common stock, with no par value, 100,000 of which are presently issued and outstanding.

#### ARTICLE II. - MERGER

Conex North Carolina shall be, and it hereby is, merged with and into Conex Florida, and Conex Florida shall, and it hereby does, merge Conex North Carolina with and into itself. Conex Florida shall be the surviving corporation in the merger and shall be governed

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by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at Conex Florida's principal place of business, which is presently 1737 Jessie Street, Jacksonville, Florida 32206.

### ARTICLE III. - CONVERSION OF OUTSTANDING STOCK

The manner and the basis of converting the outstanding shares of capital stock of each of the Constituent Corporations in the merger shall be as follows:

A. Upon the effective date of the merger, each issued and outstanding share of common stock of the Surviving Corporation, no par value, shall, without further action on the part of the holder thereof, be converted into one (1) share of the common stock, no par value, of the Surviving Corporation.

B. Upon the effective date of the merger, each issued and outstanding share of the common stock, no par value, of the Nonsurviving Corporation shall, without further action on the part of the holder thereof, be converted into one (1) share of the common stock no par value, of the Surviving Corporation.

C. No fractional share or shares of the capital stock of the Surviving Corporation, and no certificate or certificates of scrip therefor, will be issued in connection with the merger. In the event the calculation of the aggregate number of shares deliverable in connection with the merger to and for the account of any former holder of the capital stock of a Nonsurviving Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

D. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Nonsurviving Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of the common stock of the Surviving Corporation, into which such shares of the capital stock of the Nonsurviving Corporation shall have been converted pursuant to this Article.

#### ARTICLE IV. - TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. Except as provided in Article III hereof, until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

B. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.

C. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been elected and qualify, unless they earlier die, resign or are removed.

D. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or

rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

#### ARTICLE V. - APPROVALS BY THE CONSTITUENT CORPORATIONS

A. The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each of the Constituent Corporations in the manner and by the vote required by its charter and the laws of the state of its incorporation.

B. Each issued and outstanding share of stock of each of the Constituent Corporations is entitled to vote on this Agreement.

C. The merger contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.

D. This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of Conex Florida as of December 21, 2000, and the Board of Directors of Conex North Carolina as of December 21, 2000.

E. After approval by the Boards of Directors of the Constituent Corporations, a copy of this Agreement was furnished to each stockholder of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were unanimously approved by the stockholders of Conex Florida as of December 21, 2000, and of Conex North


Carolina on December 21, 2000. At each meeting of the stockholders of the Constituent Corporations, all of the outstanding shares were voted in favor of this Agreement and the merger contemplated hereby, and none against.

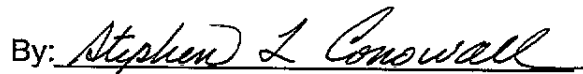
F. Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida. Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective on January 1, 2001.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

ATTEST:

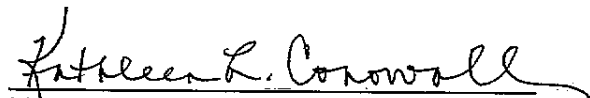
CONEX FOREST PRODUCTS, INC., a  
Florida Corporation


  
Kathleen Conowall, Secretary

By:   
Stephen L. Conowall  
Its: President

ATTEST:

CONEX FOREST PRODUCTS, INC., a  
North Carolina Corporation

  
Kathleen L. Conowall, Secretary

By:   
Stephen L. Conowall  
Its: President