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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
CONEX FOREST PRODUCTS, INC**

Certificate of Status	0
Certified Copy	0
Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(with) CFP Holdings, Inc

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5-1-2010

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PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement") is made and entered into this 28th day of April, effective the 1st day of May, 2010, by and between Conex Forest Products, Inc., a Florida corporation (hereinafter referred to as "Conex"), and CFP Holdings, Inc., a Florida corporation (hereinafter referred to as "CFP"). In this Agreement, Conex and CFP 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 CFP (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into Conex and that Conex (hereinafter sometimes the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, as authorized by Florida Statutes Section 607 and Section 368(a)(1)(A) 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, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida effective as of January 1, 2001, has an authorized capitalization of 200,000 shares of voting common capital stock, with no per share par value, 100,000 of which are presently issued and outstanding.

b. CFP, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on November 4, 1999, has an authorized capitalization of 10,000 shares of voting common capital stock, with \$1.00 per share par value, 1,000 shares of which are presently issued and outstanding.

ARTICLE II - MERGER

CFP shall be, and it hereby is, merged with and into Conex, and Conex shall, and it hereby does, merge CFP with and into itself. Conex shall be the surviving corporation in the merger and shall be governed 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's principal place of business, which is presently 4811 Beach Boulevard, Suite 433, Jacksonville, Florida 32207.

ARTICLE III - CONVERSION OF OUTSTANDING STOCK

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

The same two (2) stockholders own each of the Constituent Corporations in the same percentage amounts (50% each). As such, upon the effective date of the merger, all of the issued and outstanding shares of the common stock of the Nonsurviving Corporation shall be cancelled without further action on the part of the holder thereof.

ARTICLE IV - TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

a. 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 the Constituent Corporations on April 28, 2010.

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 each of the Constituent Corporations on April 28, 2010. 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 immediately upon filing with the Department of State.

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.

Print Name:
John D. McEwen
Print Name: John D. McEwen
Witnesses

Conex Forest Products, Inc.
By: *Stephen L. Conowall*
Stephen L. Conowall
Its: President

"Conex"

Print Name: _____

CFP Holdings, Inc.

John D. McConnel
Print Name: John D. McConnel
Witnesses

By: *Kathleen L. Conowall*
Kathleen L. Conowall
Its: President

"CFP"