

Dec-28-2004 04:53

From-DANIEL W. LIAISON LAW FIRM

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Florida Department of State  
Division of Corporations  
Public Access System

EFFECTIVE DATE  
**12-31-04**

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From:

Account Name : AGENTS AND CORPORATIONS, INC  
Account Number : I20010000112  
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FLORIDA  
DIVISION OF STATE  
ALAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**F.M. Reed Lumber Company**

|                       |         |
|-----------------------|---------|
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# ARTICLES OF MERGER

(Profit Corporations)

EFFECTIVE DATE

12-31-04

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| Name                     | Jurisdiction | Document Number<br>(If known/ applicable) |
|--------------------------|--------------|---|
| F.M. Reed Lumber Company | Delaware     |   |

Second: The name and jurisdiction of each merging corporation:

| Name                     | Jurisdiction | Document Number<br>(If known/ applicable) |
|--------------------------|--------------|---|
| F.M. Reed Lumber Company | Florida      | P01000013280                              |
|                          |              |   |
|                          |              |   |
|                          |              |   |
|                          |              |   |

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/25/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/25/04

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

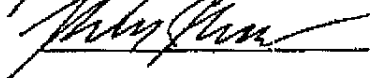
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

F.M. Reed Lumber Compan:

Robert Stephens, Treasurer

F.M. Reed Lumber Compan

Robert Stephens, Treasurer

PLAN OF MERGER  
OF  
F.M. REED LUMBER COMPANY, A FLORIDA CORPORATION  
WITH AND INTO  
F.M. REED LUMBER COMPANY, A DELAWARE CORPORATION

1. The Shareholders of F.M. Reed Lumber Company, a Florida corporation ("FMR Florida"), and F.M. Reed Lumber Company, a Delaware corporation ("FMR Delaware"), shall merge FMR Florida with and into FMR Delaware pursuant to and in accordance with the Delaware General Corporation Law ("DGCL").

2. The separate existence of FMR Florida shall cease at the effective time and date of the merger pursuant to the provisions of the DGCL; and FMR Delaware shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.

3. The issued shares of FMR Florida immediately prior to the effective time and date of the merger shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

4. The issued shares of FMR Delaware issued and outstanding immediately prior to the effective time and date of the merger shall remain outstanding.

5. There shall be no amendments to the articles of FMR Delaware that will be part of the merger.