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WILLIAM R. MITCHELL
BRIAN H. KIRKLAND
CHARLES F. BEALL, JR.

April 8, 1997

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*BOARD CERTIFIED CIVIL TRIAL LAWYER

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Alger-Sullivan Lumber Company

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Articles of Merger for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Articles? We are enclosing a check payable to your order in the amount of \$87.50 in payment of the following items:

| | |
|----------------|----------------|
| Filing Fee | \$35.00 |
| Certified Copy | <u>52.50</u> |
| TOTAL | \$87.50 |

Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

MOORE, HILL, WESTMORELAND,
HOOK & BOLTON, P.A.

Judy Lucio, CLA to
J. Lofton Westmoreland

/jal o/c
Enclosures

Corrected name
in doc. Jf

308,524,2257,593,671

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97 APR 10 AM 9:00
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEAL LUMBER & MANUFACTURING COMPANY INCORPORATED, an
Alabama Corp., #F95000004772.

INTO

ALGER-SULLIVAN LUMBER COMPANY, a Florida corporation,
P94000083818

File date: April 21, 1997

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1997

Judy Lucio
% Moore, Hill, Westmoreland, et-al
Post Office Box 1792
Pensacola, FL 32598-1792

SUBJECT: ALGER-SULLIVAN LUMBER COMPANY
Ref. Number: P94000083818

We have received your document for ALGER-SULLIVAN LUMBER COMPANY and check(s) totaling \$87.00. However, your check(s) and document are being returned for the following:

Our records indicate the correct name of the merging corporation is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The fee to file articles of merger is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

We are returning your check for \$87.00 to be replaced by one in the correct amount of \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 797A00018920

ARTICLES OF MERGER OF
NEAL LUMBER & MANUFACTURING COMPANY INCORPORATED
INTO
ALGER-SULLIVAN LUMBER COMPANY

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, Alger-Sullivan Lumber Company ("Alger-Sullivan"), a Florida corporation, and Neal Lumber & Manufacturing Company^{INCORPORATED} ("Neal Lumber"), an Alabama corporation, adopt the following Articles of Merger for the purpose of merging Neal Lumber into Alger-Sullivan:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Neal Lumber into Alger-Sullivan is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. There are 100,000 shares of common stock, each of \$0.01 par value of Neal Lumber issued and outstanding that were entitled to vote on the Plan of Merger. All 100,000 shares were voted in favor of the Plan of Merger, and zero shares were voted against the Plan of Merger, by written consent of the shareholders of Neal Lumber dated on March 13, 1997. All the shares of Alger-Sullivan were voted in favor of the Plan of Merger, and

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DIVISION OF CORPORATIONS
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zero shares were voted against the Plan of Merger, by written consent of the shareholders of Alger-Sullivan dated on March 13, 1997.

3. The Plan of Merger was approved by the board of directors of Neal Lumber and by the board of directors of Alger-Sullivan by written consent dated March 13, 1997.

EFFECTIVE DATE

4. The Plan of Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

FOREIGN LAW

5. The laws of the State of Alabama, the jurisdiction of organization of Neal Lumber, permit the merger contemplated by the Plan of Merger, and the laws of the State of Alabama on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Alabama will have been complied with upon the filing of the Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of April 2, 1997.

ALGER-SULLIVAN LUMBER
COMPANY

By: John S. Neal
JOHN S. NEAL
Its: President

NEAL LUMBER &
MANUFACTURING COMPANY INCORPORATED

By: John S. Neal
JOHN S. NEAL
Its: President

VERIFICATION

The undersigned officer of Neal Lumber & Manufacturing Company
does hereby certify and verify that the foregoing Articles of Merger were duly ^{Incorporated}
adopted by the corporation and that all statements contained in the Articles
are true and correct.

By: John S. Neal
JOHN S. NEAL, President of
Neal Lumber & Manufacturing
Company Incorporated

STATE OF FLORIDA
COUNTY OF ESCAMBLA

Sworn to and verified before me this 2nd day of April,
1997, by John S. Neal, as President of and on behalf of Neal Lumber &
Manufacturing, Inc., who is personally known to me or who produced
_____ as identification, and who did/did not take
an oath.

My Commission expires:

MY COMMISSION EXPIRES MARCH 28, 1999

Mary Evelyn Reynolds
NOTARY PUBLIC

VERIFICATION

The undersigned officer of Alger-Sullivan Lumber Company
does hereby certify and verify that the foregoing Articles of Merger were duly
adopted by the corporation and that all statements contained in the Articles
are true and correct.

By: *John S. Neal*
JOHN S. NEAL, President of
Alger-Sullivan Lumber Company

Sworn to and verified before me this 2nd day of April,
1997, by John S. Neal, as President of and on behalf of Alger-Sullivan
Lumber Company, who is personally known to me or who produced
_____ as identification, and who did/did not take
an oath.

This instrument was prepared by J. Lofton Westmoreland, Esquire, whose address is Post Office Box
1792, Pensacola, Florida 32598.

**DIRECTOR'S ACTION BY WRITTEN
CONSENT IN LIEU OF MEETING**

Pursuant to the authority contained in the Florida Statutes, the undersigned, being the sole director of Alger-Sullivan Lumber Company, a Florida corporation, does hereby take and adopt the following actions in writing, without meeting:

**RESOLUTIONS APPROVING PLAN AND
AGREEMENT OF MERGER**

WHEREAS, there has been presented a proposed Plan and Agreement of Merger (the Plan and Agreement), a copy of which is attached to these Resolutions, providing for a merger of Neal Lumber & Manufacturing Company^{Incorporated} an Alabama corporation, into Alger-Sullivan Lumber Company, a Florida corporation; and

WHEREAS, the Board of Directors deems it to be in the best interests of this Corporation and its shareholders that the Plan and Agreement be approved and that Neal Lumber & Manufacturing Company^{Incorporated} and this Corporation be merged;

NOW, THEREFORE, IT IS:

RESOLVED, that the terms and conditions of the proposed Plan and Agreement presented to this meeting, and the mode of carrying them into

effect as well as the manner of converting the shares of the constituent corporations into shares of the surviving corporation as set forth in the Plan and Agreement, are by these Resolutions approved.

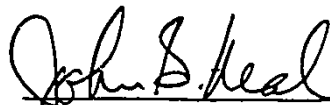
RESOLVED FURTHER, that the President of this corporation is directed to execute the Plan and Agreement in the name of and on behalf of this corporation and to deliver a duly executed copy of it to Neal Lumber & Manufacturing Company Incorporated.

RESOLVED FURTHER, that all preparations for and conduct of the above matters be carried out in full compliance with all applicable federal and Florida securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under those laws.

RESOLVED FURTHER, that should the shareholders of this Corporation approve the proposed Plan and Agreement in the manner required by the provisions of the state of Florida business corporation law, the officers of this Corporation are directed to execute, acknowledge, file, and deliver these instruments and do other acts in the name and on behalf of the Corporation as may be necessary or proper to perform fully the terms and conditions of the proposed Plan and Agreement of Merger.

RESOLVED FURTHER, that the proposed plan of merger be recommended to the shareholders.

Signed this 2nd day of April, 1997.

A handwritten signature in cursive script, appearing to read "John S. Neal", written over a horizontal line.

JOHN S. NEAL, President of
Alger-Sullivan Lumber Company

SHAREHOLDER'S ACTION BY WRITTEN
CONSENT IN LIEU OF MEETING

Pursuant to the authority contained in the Florida Statutes, the undersigned, being the sole shareholder of Alger-Sullivan Lumber Company, a Florida corporation, does hereby take and adopt the following actions in writing, without meeting:

RESOLUTIONS

WHEREAS, there has been presented a Plan and Agreement of Merger (the Plan and Agreement), a copy of which is attached to this resolution, between Neal Lumber & Manufacturing Company^{Incorporated} and this Corporation; and

WHEREAS, it is deemed in the best interests of the shareholder of this Corporation that the terms and conditions of the Plan and Agreement be approved and performed; and

WHEREAS, the proposed plan of merger was recommended to the shareholder by the board of directors;

NOW, THEREFORE, IT IS:

RESOLVED, that the Plan and Agreement between this Corporation and Neal Lumber & Manufacturing Company^{Incorporated} is approved in the form attached to this resolution.

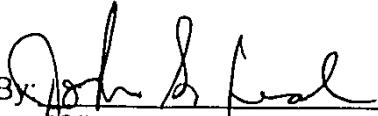
RESOLVED FURTHER, that the Board of Directors and officers of the Corporation are authorized on behalf of the Corporation to take all actions and to execute and file all documents that may be necessary or convenient to carry out and perform the Plan and Agreement.

Signed this 2nd day of April, 1997.

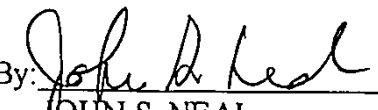
A handwritten signature in cursive script, appearing to read "John S. Neal", written over a horizontal line.

JOHN S. NEAL, Sole Shareholder
of Alger-Sullivan Lumber Company

ALGER-SULLIVAN LUMBER
COMPANY


By: 
JOHN S. NEAL
Its: President

NEAL LUMBER &
MANUFACTURING COMPANY INCORPORATED

By: 
JOHN S. NEAL
Its: President

VERIFICATION

The undersigned officer of Neal Lumber & Manufacturing Company
does hereby certify and verify that the foregoing Articles of Merger were duly
adopted by the corporation and that all statements contained in the Articles
are true and correct.

By: 
JOHN S. NEAL, President of
Neal Lumber & Manufacturing

AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION MERGING
NEAL LUMBER & MANUFACTURING COMPANY INCORPORATED
INTO
ALGER-SULLIVAN LUMBER COMPANY

This Agreement of Merger and Plan of Reorganization is made

this 13th day of March, 1997, by and between Neal Lumber & Manufacturing COMPANY
INCORPORATED
an Alabama corporation (the "Merging Corporation"), and Alger-Sullivan Lumber Company, a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida located at 220 West Garden Street, Pensacola, Florida 32501; its Registered Agent at that address is J. Lofton Westmoreland;

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Alabama located at Post Office Box 1248, Brewton, Alabama 36427; its Registered Agent at that address is John S. Neal; and the Articles of Incorporation of the Merging Corporation are filed in the office of the Judge of Probate, Escambia County, Alabama;

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 1,000 shares of common stock at \$1.00 par value;

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida;

NOW THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE 1.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporations and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

ARTICLE 2.

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the sole shareholder of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholder after the Effective Date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE 3.

Pursuant to applicable statutory provisions, this merger was unanimously approved by the sole shareholder of each Constituent Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

(a) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation;

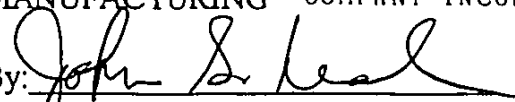
(b) Since all shares of the Merging Corporation are owned by the sole shareholder of the Surviving Corporation, notice of the merger has been given to the shareholder of the Merging Corporation.

ARTICLE 4.

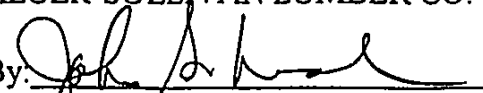
This Agreement of Merger and Plan of Reorganization shall become effective on the date it is filed with the Secretary of State of the State of Florida ("Effective Date"). Provided, however, that between the Constituent Corporations the merger shall be deemed effective as of December 31, 1996.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Presidents, who are duly authorized by the respective Boards of Directors and the shareholders of each of the Constituent Corporations.

NEAL LUMBER &
MANUFACTURING COMPANY INCORPORATED

By: 
JOHN S. NEAL
Its: President

ALGER-SULLIVAN LUMBER CO.

By: 
JOHN S. NEAL
Its: President