

LANDT, WIECHENS, LaPEER & AYRES

A Partnership Including Professional Associations

ATTORNEYS AT LAW

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November 30, 1999

P95000022235

The Honorable Katherine Harris
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Merger of Timbertec Industries, Inc. and
T&J Wood Products, Inc.

800003059308--3
-12/02/99--01088--001
****122.50 *****78.75

Dear Secretary Harris:

With regard to the merger of Timbertec Industries, Inc., into T&J Wood Products, Inc., both Florida corporations, please find duplicate originals of the following:

- Certificate of Merger
- Articles of Merger
- Plan and Agreement of Merger

Also enclosed is my trust account check in the amount of \$122.50 for the appropriate fees. Please return an executed duplicate original of the Certificate of Merger.

Should you have any questions or if you need any additional information, please call me.

Yours very truly,

Eugene A. Wiechens
Eugene A. Wiechens

merger
12-9-99
EAS

EAW/wm

enclosure

FILED
99 DEC -3 PM 12:07
TALLAHASSEE, FLORIDA

FILED

99 DEC -3 PM 12: 07

CLERK OF COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

TIMBERTEC INDUSTRIES, INC., a Florida corporation, P96000078631

INTO

T & J WOOD PRODUCTS, INC., a Florida entity, P95000022235

File date: December 3, 1999

Corporate Specialist: Doug Spitler

FILED

99 DEC -3 PM 12:07

**ARTICLES OF MERGER
OF FLORIDA CORPORATIONS INTO**

OFFICE OF STATE
TALLAHASSEE, FLORIDA

T&J WOOD PRODUCTS, INC.

Pursuant to the provisions of Section 607.224 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan and Agreement of Merger was approved by the shareholders and directors of each of the corporations in the manner prescribed by the Florida General Corporation Act:

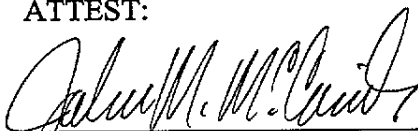
[see attached Plan and Agreement of Merger]

2. The above Plan and Agreement of Merger was approved by the shareholders and directors of each of the undersigned corporations on the 1 day of November, 1999.
3. Each of the undersigned corporations has One Hundred (100) Shares of Common Stock outstanding, all of which were entitled to vote on the Plan and Agreement of Merger.
4. As to each of the undersigned corporations, all of the shareholders of each voted unanimously for and to approve the Plan and Agreement of Merger, and there were no dissenting votes.

IN WITNESS WHEREOF, the undersigned corporations have caused and directed the full execution hereof this the 1 day of November, 1999.

**T&J WOOD PRODUCTS, INC., a
Florida corporation, formerly known as
PHOENIX WOOD PRODUCTS, INC.**

ATTEST:



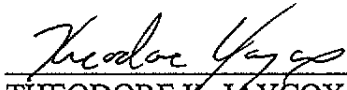
JOHN M. McCORMICK
Secretary

By: 

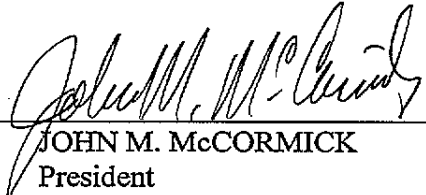
THEODORE K. JAYCOX
President

**TIMBERTEC INDUSTRIES, INC., a
Florida corporation**

ATTEST:



THEODORE K. JAYCOX
Secretary

By: 

JOHN M. McCORMICK
President

*[attach Plan and Agreement of Merger]
[file duplicate originals]*

**PLAN AND AGREEMENT OF MERGER BETWEEN
T&J WOOD PRODUCTS, INC.
AND
TIMBERTEC INDUSTRIES, INC.**

THIS PLAN AND AGREEMENT OF MERGER is made effective the 1st day of November, 1999, by and between **TIMBERTEC INDUSTRIES, INC.**, a Florida corporation, hereinafter referred to as "Merged Corporation", and **T&J WOOD PRODUCTS, INC.**, a Florida corporation, hereinafter referred to as "Surviving Corporation," and said Corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Surviving Corporation is organized and exists under the laws of the State of Florida, having filed its Certificate of Incorporation in the Offices of the Secretary of State of Florida, on March 20, 1995, under the corporate name of PHOENIX WOOD PRODUCTS, INC., and assigned document number P95000022235, and having filed Articles of Amendment to Articles of Incorporation on October 18, 1999, changing the name of the Corporation to T&J WOOD PRODUCTS, INC., and THEODORE K. JAYCOX is the President thereof; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has the authority to issue is One Hundred Shares (100) of Common Stock of which One Hundred Shares (100) are now issued and outstanding; and

WHEREAS, the Merged Corporation is organized and exists under the laws of the State of Florida, having filed its Certificate of Incorporation in the Offices of the Secretary of State of Florida, on September 20, 1996, under the name **TIMBERTEC INDUSTRIES, INC.**, and assigned document number P96000078631, and JOHN M. McCORMICK is the President thereof; and

WHEREAS, the total number of shares of stock which the Merged Corporation has the authority to issue is One Hundred Shares (100) of Common Stock of which One Hundred Shares (100) are now issued and outstanding; and

WHEREAS, THEODORE K. JAYCOX and JOHN M. McCORMICK each own 50 shares of Common Stock of the Merged Corporation and the Surviving Corporation; and

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the Statutes and Laws of the State of Florida, which permits such merger;

THEREFORE, in consideration of the agreements, covenants, and provisions set forth below, the Surviving Corporation and the Merged Corporation, by and through their Board of Directors and all of their Shareholders do agree as follows:

ARTICLE I

The Surviving Corporation and the Merged Corporation shall be merged into a single corporation, in accordance with applicable provisions of the Laws and Statutes of the State of Florida, by the Merged Corporation merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective under the laws of the State of Florida (such time being referred to herein as "Effective Date of Merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida.
2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed.
3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claims, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporation shall be impaired by the merger.
4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceedings for the enforcement of any obligation of either Constituent Corporation, including those arising from the merger.
5. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the

Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.

6. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the Bylaws of the Surviving Corporation.
7. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders; the said Articles of Incorporation, as previously amended, are set forth in Exhibit "A" attached hereto and are made a part of this Plan and Agreement of Merger.

ARTICLE IV

The shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation as follows:

Each share of the Merged Corporation shall be surrendered and the Shareholders shall retain their fully paid and non-assessable shares of capital stock in the Surviving Corporation.

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Plan and Agreement of Merger and the merger herein described into effect.

ARTICLE VI

If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or right of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

ARTICLE VII


This Plan and Agreement of Merger having been approved by the Board of Directors and all the Shareholders of each Constituent Corporation shall become effective upon the subsequent execution, filing, and recording of such documents and approval by the Secretary of State of Florida.

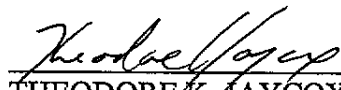
IN WITNESS WHEREOF, each Constituent Corporation and the shareholders of each have set their respective hands and seals this 15th day of November, 1999.

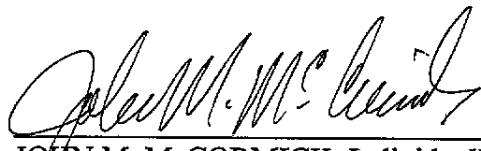
**T&J WOOD PRODUCTS, INC., a
Florida corporation, formerly known as
PHOENIX WOOD PRODUCTS, INC.**

ATTEST:


JOHN M. McCORMICK
Secretary

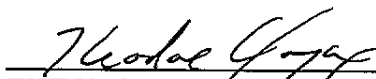
By: 
THEODORE K. JAYCOX
President

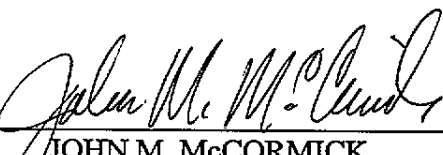

THEODORE K. JAYCOX, Individually
Shareholder of T&J WOOD PRODUCTS
INC.


JOHN M. McCORMICK, Individually
Shareholder of T&J WOOD PRODUCTS,
INC.

**TIMBERTEC INDUSTRIES, INC., a
Florida corporation**

ATTEST:


THEODORE K. JAYCOX
Secretary

By: 
JOHN M. McCORMICK
President

Theodore Jaycox
THEODORE K. JAYCOX, Individually
Shareholder of TIMBERTEC
INDUSTRIES, INC.

John M. McCormick
JOHN M. McCORMICK, Individually
Shareholder of TIMBERTEC
INDUSTRIES, INC.

ACKNOWLEDGMENTS

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN M. McCORMICK, individually, as a Fifty Percent Shareholder of T&J WOOD PRODUCTS, INC., and TIMBERTEC INDUSTRIES, INC., and as Secretary of T&J WOOD PRODUCTS, INC., and President of TIMBERTEC INDUSTRIES, INC., to me personally known or who produced _____ for identification, and acknowledged to me that he executed the foregoing Plan and Agreement of Merger in the capacities aforementioned above and for the purposes therein set forth..

WITNESS my hand and official seal in the County and State last aforesaid, this the 1st day of November, 1999.

Eugene A. Wiechens
NOTARY PUBLIC
Notary's Name: Eugene A. Wiechens
Commission No: My Commission CC636852
My Commission Expires: Expires May 19, 2001

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared THEODORE K. JAYCOX, individually, as a Fifty Percent Shareholder of T&J WOOD PRODUCTS, INC., and TIMBERTEC INDUSTRIES, INC., and as President of T&J WOOD PRODUCTS, INC., and Secretary of TIMBERTEC INDUSTRIES, INC., to me personally known or who produced _____ for identification, and acknowledged to me that he executed the foregoing Plan and Agreement of Merger in the capacities aforementioned above and for the purposes therein set forth..

WITNESS my hand and official seal in the County and State last aforesaid, this the 1st
day of November, 1999.

Eugene A. Wiechens

NOTARY PUBLIC

Notary's Name:

Commission No:

My Commission Expires:



Eugene A. Wiechens
My Commission CC636852
Expires May 19, 2001

*[attach Articles of Incorporation and
Articles of Amendment of T&J
as Exhibit "A"]*

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