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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

100003081971--7
-12/28/99--01055--011
****280.00 ****280.00

CORPORATION(S) NAME

Cameo Fibers Corporation et al,
merging into: L + P Acquisition Company - 42 Merger

EFFECTIVE DATE
12/31/99

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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TALLAHASSEE, FLORIDA

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12/28

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THANKS

LAURA EARNEST

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAMEO FIBERS CORPORATION, a Delaware corporation not authorized to
transact business in Florida
CUMULUS FIBRES, INC., a North Carolina corporation not authorized to
transact business in Florida
IREDELL FIBER, INC., a North Carolina corporation not authorized to transact
business in Florida
MATREX FURNITURE COMPONENTS, INC., a North Carolina corporation not
authorized to transact business in Florida
PREMIER INTERNATIONAL COMPONENTS, INC., a Fla corporation
P98000005372
SOUTHEASTERN MANUFACTURING CO., INC., a Fla corporation J00065
UNIVERSAL STAINLESS, INC., a Colorado corporation not authorized to
transact business in Florida

INTO

L&P ACQUISITION COMPANY-42, a Delaware corporation not qualified in
Florida.

File date: December 28, 1999, effective December 31, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/99
ARTICLES OF MERGER
(Profit Corporations)

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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>L&P Acquisition Company - 42</u>	<u>Delaware</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Cameo Fibers Corporation</u>	<u>Delaware</u>
<u>Cumulus Fibres, Inc.</u>	<u>North Carolina</u>
<u>Iredell Fiber, Inc.</u>	<u>North Carolina</u>
<u>Matrex Furniture Components, Inc.</u>	<u>North Carolina</u>
<u>Premier International Components, Inc.</u>	<u>Florida</u>

****SEE ATTACHED SHEET FOR ADDITIONAL MERGING CORPORATIONS**

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 / 1999 (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 December 22, 1999

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

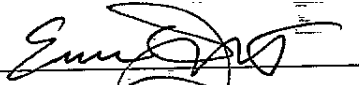


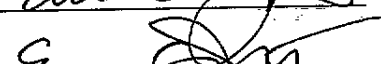
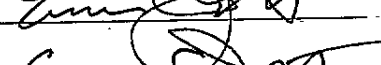



Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 22, 1999

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**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
L&P Acquisition Company - 42		Ernest C. Jett, Vice President
Cameo Fibers Corporation		Ernest C. Jett, Vice President
Cumulus Fibres, Inc.		Ernest C. Jett, Vice President
Iredell Fiber, Inc.		Ernest C. Jett, Vice President
Matrex Furniture Components, Inc.		Ernest C. Jett, Vice President
Premier International Components, Inc.		Ernest C. Jett, Vice President
Southeastern Manufacturing Co., Inc.		Ernest C. Jett, Vice President
Universal Stainless, Inc.		Ernest C. Jett, Vice President

Second: The name and jurisdiction of each merging corporation (cont.):

Name

Jurisdiction

Southeastern Manufacturing Co., Inc.

Florida

Universal Stainless, Inc.

Colorado

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 22nd day of December, 1999, pursuant to Section 252 of the general Corporation Law of Delaware, between L&P Acquisition Company - 42, a Delaware corporation, Cameo Fibers Corporation, a Delaware corporation, Cumulus Fibres, Inc., a North Carolina corporation, Iredell Fiber, Inc., a North Carolina corporation, Matrex Furniture Components, Inc., a North Carolina corporation, Premier International Components, Inc., a Florida corporation, Southeastern Manufacturing Co., Inc., a Florida corporation, and Universal Stainless, Inc. a Colorado corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: L&P Acquisition Company - 42 hereby merges into itself Cameo Fibers Corporation, Cumulus Fibres, Inc., Iredell Fiber, Inc., Matrex Furniture Components, Inc., Premier International Components, Inc., and Southeastern Manufacturing Co., Inc. Said Cameo Fibers Corporation, Cumulus Fibres, Inc., Iredell Fiber, Inc., Matrex Furniture Components, Inc., Premier International Components, Inc., Southeastern Manufacturing Co., Inc., and Universal Stainless, Inc. shall be and hereby are merged into L&P Acquisition Company - 42, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of L&P Acquisition Company - 42, is amended as follows:

Article 1 is hereby amended to read as follows:

"The name of Corporation is Leggett & Platt Components Company, Inc.."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and no shares of the surviving corporation shall be issued in exchange thereof.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The articles and bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the articles and bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective on December 31, 1999.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they

were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.


IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective

Boards of Directors have caused these presents to be executed by the Vice President of each party hereto as the respective act, deed and agreement of each of said corporations, as of the 22nd day of December, 1999.

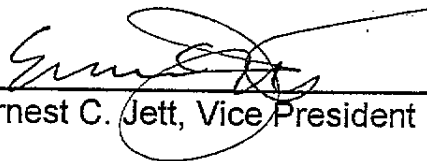
L&P Acquisition Company - 42

By 
Ernest C. Jett, Vice President

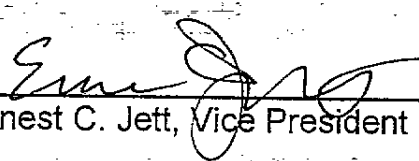
Cameo Fibers Corporation

By 
Ernest C. Jett, Vice President


Iredell Fiber, Inc.

By 
Ernest C. Jett, Vice President


Matrex Furniture Components, Inc.

By 
Ernest C. Jett, Vice President

Premier International Components, Inc.

By 
Ernest C. Jett, Vice President

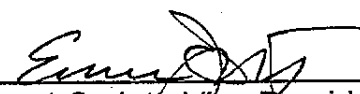
Southeastern Manufacturing Co., Inc.

By 
Ernest C. Jett, Vice President

Cumulus Fibres, Inc.

By 
Ernest C. Jett, Vice President

Universal Stainless, Inc.

By 
Ernest C. Jett, Vice President

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