

**PA8000064709**

Florida Department of State  
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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**FLORAGON FOREST PRODUCTS, INC.**

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Corporate Filing

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Surviving  
non-qualified  
corp. changed name  
at time of merger -  
filed as submitted.

(98)

SF  
MERGER  
1/5/04

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Floragon Forest Products, Inc.	Oregon	n/a

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Floragon Forest Products, Inc.	Florida	P98000064709

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 / 03 (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 30, 2003

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 30, 2003

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)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Floragon Forest

Ben Beddingfield

Ben Beddingfield - President

Products, Inc.

Floragon Forest

Ben Beddingfield

Ben Beddingfield - President

Products, Inc.

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Floragon Forest Products, Inc.	Oregon

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

<u>Name</u>	<u>Jurisdiction</u>
Floragon Forest Products, Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

SEE ATTACHED PLAN OF MERGER

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED PLAN OF MERGER

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

SEE ATTACHED PLAN OF MERGER

## PLAN OF MERGER

The following shall be the plan of Merger (the "Plan"), pursuant to Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended (the "Code") and Oregon law, between FFP Oregon, Inc., an Oregon corporation (the "Company"), Floragon Forest Products, Inc., a Florida corporation ("FFP"), and Floragon Holding Company, Inc., an Oregon corporation ("FHC"):

1. Parties To The Merger. FFP shall be merged with and into the Company, in accordance with the laws of the state of Oregon. The separate corporate existence of FFP shall thereby cease and the Company shall be the surviving corporation, on the Effective Date.
2. Name of Surviving Corporation. The name which the surviving corporation shall have after the Merger shall be "Floragon Forest Products, Inc."
3. Effect of Merger - Assets. As of December 31, 2003 (the "Effective Date"), the separate existence of FFP shall cease. All the rights, privileges, powers and franchises of FFP of a public as well as of a private nature, and all property, real, personal and mixed of FFP and all debts due on whatever account to it, including all choses in action and all and every other asset or interest of or belonging to it, shall be taken by and deemed transferred to and vested in the Company without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as a private nature, and all and every other interest of FFP shall be thereafter as effectually the property of the Company, as they were of FFP.
4. Effect of Merger - Liabilities. From and after the Effective Date, the Company shall be subject to all the duties and liabilities of a corporation organized under the Oregon Corporation Act and shall be liable and responsible for all of the liabilities and obligations of both FFP and the Company. The rights of the creditors of FFP and the Company, or of any person dealing with those corporations, or any liens upon the property of those corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of those corporations may be prosecuted to judgment as if this merger had not taken place, or the Company may be proceeded against or substituted in place of FFP. After the Effective Date, the identity, existence, purpose, powers, franchises, rights, immunities and liabilities of the Company shall continue unaffected and unimpaired by this merger.
5. FFP Common Stock. Upon the Effective Date of the Merger, each share of FFP common stock issued and outstanding immediately prior thereto shall, by virtue of this Merger and without any action by either FFP or the Company, the holder of such shares, or any other person, be converted into and exchanged for one fully paid and nonassessable share of one-dollar par value common stock of FHC.
6. Exchange of Certificates. After the Effective Date of the Merger, each holder of

an outstanding certificate representing shares of FFP common stock may, at such stockholder's option, surrender the same for cancellation to the Secretary of the FHC and each such holder shall be entitled to receive in exchange therefore, a certificate or certificates representing the number of shares of the common stock of FHC into which the surrendered shares were converted as herein provided. Unless and until so surrendered, each outstanding certificate theretofore representing shares of FFP common stock shall be deemed for all purposes to represent the number of shares of the common stock of FHC into which such shares of FFP common stock were converted in the Merger.

The registered owner on the books and records of FHC of any shares of stock represented by such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to FHC, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon shares of common stock of FHC represented by such outstanding certificate as provided above.

Each certificate representing common stock of FHC so issued in the Merger shall bear the same legends, if any, with respect to restrictions on transferability as the certificates of FFP so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of FHC in compliance with applicable laws, or other such additional legends as agreed upon by the holder and FHC.

7. Post-Merger Contingency. In the event that the written consent to the Merger by the Lender and the RBS/USDA, as those terms are defined in that certain Loan Agreement dated December 1, 1998, to which FFP is a party, and the terms of which are hereby incorporated by this reference as if fully set forth herein, is not obtained, the Merger shall retroactively be deemed null and void and the officers and directors of the Company and FFP shall take all actions which may be necessary or appropriate to return FFP, the Company and FHC to their pre-Merger status, with the least adverse tax consequences possible.

8. Further Acts. The proper officers shall do or cause to be done such further acts as they may deem necessary or appropriate in order to carry out the Merger of the Company and FFP in accordance with Sections 368(a)(1)(A) and 368(a)(2)(D) of the Code and the Merger Agreement dated the same date as this Plan of Merger and the terms of which are hereby incorporated by this reference as if fully set forth herein, and to otherwise effectuate the intent of this Plan of Merger.

SIGNATURES ON NEXT PAGE

FLORAGON FOREST PRODUCTS, INC. PLAN OF MERGER

Dated: December 30, 2003

FFP OREGON, INC.

FLORAGON FOREST PRODUCTS, INC.

By: Ben Beddingfield  
Its: President

By: Ben Beddingfield  
Its: President

FLORAGON HOLDING COMPANY, INC.

By: Ben Beddingfield  
Its: President

FLORAGON FOREST PRODUCTS, INC. PLAN OF MERGER