

P98000076082

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGSBEE L. SCRUGGS
1898 - 1957
PARKS M. CARMICHAEL
1909 - 1994
WILLIAM D. PRIDGEON
1933 - 1980
MICHELLE VAUGHNS
1946 - 1982
RETIRED
RAY D. HELPLING
WILLIAM N. LONG
OF COUNSEL
WILLIAM C. ANDREWS

August 31, 1998

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*****70.00 *****70.00

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: merger of Re-user Building Products, Inc. into RBP-II,
Inc.

Dear Sir/Madam:

Enclosed are the original Articles of Merger of the above-referenced Florida corporations. Also enclosed is our check in the amount of \$70.00. Please file the enclosed Articles in your usual fashion.

Sincerely,



Steven M. Chamberlain

Enclosures
c: Lynn Mlincek

Merger

9/10

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RE-USER BUILDING PRODUCTS, INC., a Florida corporation, P96000075771

INTO

RBPI-II, INC., a Florida corporation, P98000076082.

File date: September 2, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

RE-USER BUILDING PRODUCTS, INC. hereby files these Articles of Merger with the Department of State of the State of Florida.

1. The Plan of Merger is set forth in Exhibit A attached hereto.

2. The effective date of the merger shall be the date of filing of these Articles of Merger with the Secretary of State of Florida.

3. The date of adoption of the Plan of Merger by the consent of the sole stockholder of RBPI-II, INC. was August 29, 1998, 1998. The date of adoption of the Plan of Merger by the holders of a majority of the outstanding stock of RE-USER BUILDING PRODUCTS, INC. was August 29, 1998, and the number of votes cast was sufficient for approval.

RE-USER BUILDING PRODUCTS, INC.

By: Lynn H. Mlincek
Lynn H. Mlincek, President
Aug. 29, 1998

RBPI-II, INC.

By: Lynn H. Mlincek
Lynn H. Mlincek, President
Aug 29, 1998

FILED
98 SEP -2 6 11:21
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER by and among RBPI-II, INC., a Florida corporation and RE-USER BUILDING PRODUCTS, INC., a Florida corporation.

THE MERGER

1. Upon filing Articles of Merger with the Secretary of State of Florida (the Effective Time) and subject to the terms of this Agreement, RE-USER BUILDING PRODUCTS, INC. shall be merged into RBPI-II, INC. and the separate existence of RE-USER BUILDING PRODUCTS, INC. shall thereupon cease in accordance with Florida law. RBPI-II, INC. shall survive the Merger and will continue to be governed by the laws of Florida; and the separate existence of RBPI-II, INC. and all of its rights, privileges, immunities and franchises, public or private, and all its duties and liabilities as a corporation will continue unaffected by the Merger. The Merger will have the effects specified by Florida law. As a result of the merger the name of RBPI-II, INC. shall Neither the Articles of Incorporation, nor the Bylaws nor the officers of RBPI-II, INC. shall change as a result of the Merger, but nothing herein shall preclude such changes after the Merger.

CONVERSION OF SHARES

2. At the Effective Time, by virtue of the Merger and without any action on the part of any stockholder of RBPI-II, INC. or RE-USER BUILDING PRODUCTS, INC.:

(a) All outstanding shares of stock of RE-USER BUILDING PRODUCTS, INC. shall be canceled.

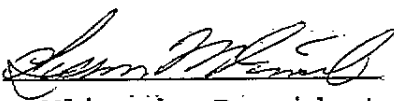
(b) Each stockholder of RE-USER BUILDING PRODUCTS, INC. who gave up shares of RE-USER BUILDING PRODUCTS, INC. in the Merger pursuant to subparagraph (a) shall receive one-third of a share of stock of RBPI-II, INC. for each share of stock of RE-USER BUILDING PRODUCTS, INC. such stockholder of RE-USER BUILDING PRODUCTS, INC. gave up in the Merger. A certificate for the number of shares of RBPI-II, INC. as so adjusted shall thereafter be promptly issued to each stockholder of RE-USER BUILDING PRODUCTS, INC. entitled to

receive shares of RBPI-II, INC. pursuant to the Merger.


(c) Notwithstanding the above, any stockholder of RE-USER BUILDING PRODUCTS, INC. who is not an officer of RBPI-II, INC. immediately before the effective date of the merger or who does not hold at least 3 shares of stock of RE-USER BUILDING PRODUCTS, INC. shall not be eligible to receive stock in the merger, but instead shall receive \$12.25 of cash for each share of RE-USER BUILDING PRODUCTS, INC. stock given up in the merger.

Approved:

RBPI-II, INC.

By: 
Lynn Mlincek, President

RE-USER BUILDING PRODUCTS, INC.

By: 
Lynn Mlincek, President