

003203

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August 31, 2001

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-09/17/01--01102--004  
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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**Re: Merger of Wood-Hopkins Contracting Company into its Parent, Rowe Corporation**

Ladies and Gentlemen:

I am delivering to you with this letter three copies of a Profit Corporation Merger, Plan of Merger and Articles of Merger, together with our check in the amount of \$70.00 for the filing fee. Please see that this document is properly filed in your office and return to me any excess copies with file stamp thereon.

You will note that the merger has a post-filing effective date of September 29, 2001.

Please let me know if anything further is required. Best wishes.

Sincerely yours,

*James Y. Preston*  
James Y. Preston

jyp/he  
Enclosures

EFFECTIVE DATE  
9-29-01

FILED  
01 SEP 17 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COLUMBIA, SC  
RALEIGH, NC  
SPARTANBURG, SC

*Merger*

T BROWN SEP 18 2001

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WOOD-HOPKINS CONTRACTING COMPANY, a Florida corporation, 003203

INTO

**ROWE CORPORATION**, entity not qualified in Florida.

File date: September 17, 2001, effective September 29, 2001

Corporate Specialist: Teresa Brown

EFFECTIVE DATE  
9-29-01

**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>ROWE CORPORATION</u>	<u>NORTH CAROLINA</u>

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
<u>WOOD-HOPKINS CONTRACTING COMPANY</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____

**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** 09 / 29 / 01 (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 27, 2001, 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 27, 2001, and shareholder approval was not required.

*(Attach additional sheets if necessary)*



*Exhibit A - North Carolina*

**"PLAN OF MERGER"**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**1. PARENT.**

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
ROWE CORPORATION	North Carolina

**2. SUBSIDIARY.**

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
WOOD-HOPKINS CONTRACTING COMPANY	Florida

**3. SHARES.**

Since the merging corporation is the wholly-owned subsidiary of the surviving corporation, no shares or other consideration will be issued or distributed in connection with the merger. All shares of the parent/surviving corporation will remain outstanding. All shares of the subsidiary/merging corporation will cease to exist.

**4. OTHER PROVISIONS.**

Other provisions relating the merger are as follows:

- A. The merger shall be effective September 29, 2001.
- B. The directors and officers of the parent/surviving corporaiton shall continue in office under the Bylaws of the corporation.
- C. There are no dissenters' rights with regard to this merger."

EXHIBIT B -- FLORIDA

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>ROWE CORPORATION</u>	<u>North Carolina</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>WOOD-HOPKINS CONTRACTING COMPANY</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Since the merging corporation is the wholly-owned subsidiary of the surviving corporation, no shares or other consideration will be issued or distributed in connection with the merger. All shares of the parent/surviving corporation will remain outstanding. All shares of the subsidiary/merging corporation will cease to exist.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: