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CORPORATION(S) NAME

Freedom Homes, Inc

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FREEDOM HOMES, INC., a Arizona corporation

INTO

PALM HARBOR HOMES, INC., a Florida corporation, 279947.

File date: July 23, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER OF
PALM HARBOR HOMES, INC. AND
FREEDOM HOMES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida 1989 Business Corporation Act (the "Act"), the undersigned domestic parent corporation, Palm Harbor Homes, Inc., a Florida corporation (sometimes referred to herein as the "Surviving Corporation"), and the undersigned foreign corporation subsidiary, Freedom Homes, Inc., an Arizona corporation (referred to herein as the "Foreign Corporation"), executes and the Surviving Corporation hereby adopts the following Articles of Merger (the "Articles of Merger") for the purpose of merging the Foreign Corporation with and into the Surviving Corporation.

1. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference as if restated in full.

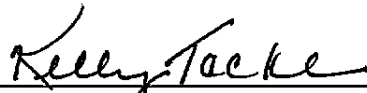
2. The effective date of the merger for state law purposes is, by agreement of the Surviving Corporation and the Foreign Corporation, the date of filing of these Articles of Merger with the Secretary of State of the State of Florida. The effective date of the merger for all other purposes, including for accounting and tax purposes, is July 1, 1998.

3. Shareholder approval of the merger was not required pursuant to Section 607.1104 of the Act.

4. The Board of Directors of the Surviving Corporation and the Foreign Corporation approved the Plan of Merger on July 16, 1998.

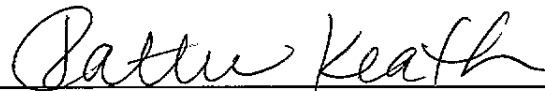
IN WITNESS WHEREOF, Palm Harbor Homes, Inc. has caused these Articles of Merger to be executed by Kelly Tacke, its Chief Financial Officer and Secretary, and the Foreign Corporation has caused these Articles of Merger to be executed by Pattie Keath, the Vice President and Treasurer of the Foreign Corporation, to effect the merger on July 16, 1998.

PALM HARBOR HOMES, INC.,
a Florida corporation



Kelly Tacke, Chief Financial Officer and Secretary

FREEDOM HOMES, INC.,
an Arizona corporation



Pattie Keath, Vice President and Treasurer

**PLAN OF MERGER OF
PALM HARBOR HOMES, INC. AND
FREEDOM HOMES, INC.**

Pursuant to the provisions of Section 607.1104 of the Florida 1989 Business Corporation Act (the "Act"), the undersigned domestic parent corporation, Palm Harbor Homes, Inc., a Florida corporation (sometimes referred to herein as the "Surviving Corporation"), hereby adopts the following Plan of Merger (the "Plan of Merger") for the purpose of merging Freedom Homes, Inc., an Arizona corporation (sometimes referred to herein as the "Foreign Corporation") with and into the Surviving Corporation.

1. The name of the domestic parent corporation is Palm Harbor Homes, Inc., a Florida corporation and the name of the wholly-owned foreign corporation subsidiary is Freedom Homes, Inc., an Arizona corporation. The laws of the State of Arizona, under which the Foreign Corporation is organized, permit the merger specified in this Plan of Merger. Palm Harbor Homes, Inc. shall be the Surviving Corporation and shall continue to exist and operate as a Florida corporation. The Foreign Corporation is a wholly-owned subsidiary of the Surviving Corporation.

2. Because the only shareholder in the Foreign Corporation is the Surviving Corporation, the shares in the Foreign Corporation will be canceled and the Surviving Corporation shall not issue itself any shares in exchange for its shares in the Foreign Corporation.

3. Shareholders of the Foreign Corporation who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

4. The sole shareholder of the outstanding shares of the Foreign Corporation has waived the mailing requirement pursuant to Section 607.1104 of the Act.

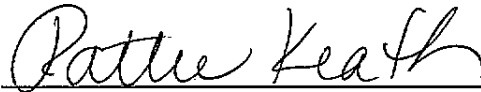
This Plan of Merger is executed and adopted this 16th day of July, 1998.

PALM HARBOR HOMES, INC.,
a Florida corporation



Kelly Tacke, Secretary

FREEDOM HOMES, INC.,
an Arizona corporation



Pattie Keath, Vice President and Treasurer

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