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MAR 12 2004
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MERGER OR SHARE EXCHANGE

PALM HARBOR HOMES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	19
Estimated Charge	\$192.50

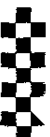
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Corporate Filing

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**ARTICLES OF MERGER (FLORIDA) OF
PALM HARBOR HOMES, INC. AND
COUNTRYPLACE MORTGAGE II, LTD.**

Dated March 11, 2004

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), the undersigned domestic corporation, Palm Harbor Homes, Inc., a Florida corporation (the "Surviving Domestic Corporation"), the undersigned foreign limited partnership, CountryPlace Mortgage II, Ltd., a Texas limited partnership (the "Disappearing Foreign Partnership"), the undersigned sole general partner of the Disappearing Foreign Partnership, Palm Harbor Finance Corporation, a Texas corporation, and the undersigned sole limited partner of the Disappearing Foreign Partnership, Palm Harbor Investments, Inc., a Nevada corporation, execute the following Articles of Merger (these "Articles of Merger") for the purpose of merging the Disappearing Foreign Partnership with and into the Surviving Domestic Corporation (the "Merger").

1. The Plan of Merger (the "Plan") is attached hereto as Attachment 1 and incorporated herein by reference as if restated in full.
2. The Plan was approved by the Surviving Domestic Corporation in accordance with the applicable provisions of the Act.
3. The Plan was approved by the Disappearing Foreign Partnership in accordance with the applicable laws of Texas, under which the Disappearing Foreign Partnership was formed.
4. The effective date of the Merger is the date of filing of these Articles of Merger with the Department of State of Florida.

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STATE OF FLORIDA
DEPARTMENT OF STATE

APPROVAL
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger to effect the Merger upon the filing of these Articles of Merger with the Department of State of Florida.

SURVIVING DOMESTIC CORPORATION

PALM HARBOR HOMES, INC.,
a Florida corporation



Lee Posey, Chairman of the Board

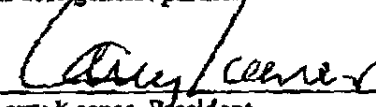


Kelly Tacke, Secretary

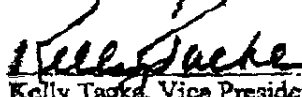
DISAPPEARING FOREIGN PARTNERSHIP

COUNTRYPLACE MORTGAGE II, LTD.,
a Texas limited partnership

By: Palm Harbor Finance Corporation,
a Texas corporation,
its sole general partner



Larry Keener, President




Kelly Tacke, Vice President

By: Palm Harbor Investments, Inc.,
a Nevada corporation,
its sole limited partner



Gavin Ryan, President

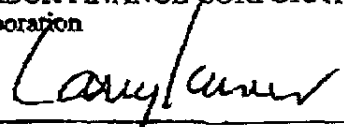


Kelly Tacke, Vice President and Treasurer

APPROVED AND FILED
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**SOLE GENERAL PARTNER OF
DISAPPEARING FOREIGN PARTNERSHIP:**

PALM HARBOR FINANCE CORPORATION,
a Texas corporation



Larry Keener, President



Kelly Tacke, Vice President

**SOLE LIMITED PARTNER OF
DISAPPEARING FOREIGN PARTNERSHIP:**

PALM HARBOR INVESTMENTS, INC.,
a Nevada corporation



Gavin Ryan, President



Kelly Tacke, Vice President and Treasurer

APPROVED
AND
FILED

03/12/2004 12:19:19

CLERK OF THE
SOLICITOR GENERAL'S
OFFICE

Attachment 1

**PLAN OF MERGER (FLORIDA) OF
PALM HARBOR HOMES, INC. AND
COUNTRYPLACE MORTGAGE II, LTD.**

Dated March 11, 2004

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "Act"), the undersigned domestic corporation, Palm Harbor Homes, Inc., a Florida corporation (the "Surviving Entity"), the undersigned foreign limited partnership, CountryPlace Mortgage II, Ltd., a Texas limited partnership (the "Disappearing Entity"), the undersigned sole general partner of the Disappearing Entity, Palm Harbor Finance Corporation, a Texas corporation ("Finance"), and the undersigned sole limited partner of the Disappearing Entity, Palm Harbor Investments, Inc., a Nevada corporation ("Investments"), execute the following plan of merger (this "Plan") for the purpose of merging the Disappearing Entity with and into the Surviving Entity (the "Merger").

1. The name of the domestic corporation is Palm Harbor Homes, Inc., a Florida corporation, and the name of the foreign limited partnership is CountryPlace Mortgage II, Ltd., a Texas limited partnership. Palm Harbor Homes, Inc. shall be the Surviving Entity and shall continue to exist and operate as a Florida corporation. The laws of the State of Texas, under which the Disappearing Entity is organized, permit the Merger.
2. The Disappearing Entity shall merge with and into the Surviving Entity, thus terminating the separate existence of the Disappearing Entity.
3. The partnership interests in the Disappearing Entity shall be canceled and no cash, property or ownership interest in any other business entity shall be issued in exchange for the cancelled partnership interests in the Disappearing Entity.
4. Each of the undersigned parties waives any right it may have under Florida or Texas law to receive a copy or summary of this Plan or be notified in any way of the Merger.
5. The Merger, in conjunction with the merger of Finance and Investments into the Surviving Entity, shall be treated for tax and accounting purposes as (i) a complete liquidation of the Disappearing Entity in which Finance and Investments receive distributions of all property contributed to the Disappearing Entity by Finance and Investments, respectively, and thereafter receive distributions of the remaining assets of the Disappearing Entity in accordance with their respective percentage interests in the Disappearing Entity and (ii) a complete liquidation of Finance and Investments into the Surviving Entity.
6. The laws of the State of Texas, under which the Disappearing Entity was formed, require the attachment of the Amended and Restated Articles of Incorporation of the Surviving Entity dated June 23, 1994, as amended, attached hereto as Exhibit A, the Certificate of Limited Partnership of the Disappearing Entity dated November 12, 2002, attached hereto as Exhibit B, the Articles of Incorporation of Finance dated March 10, 1995, attached hereto as Exhibit C, and the Articles of Incorporation of Investments dated March 10, 1995, attached hereto as Exhibit D.

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APPROVED AND FILED

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first written above to effect the Merger upon the filing of Articles of Merger with the Department of State of Florida.

SURVIVING ENTITY

PALM HARBOR HOMES, INC.,
a Florida corporation



Lee Posey, Chairman of the Board

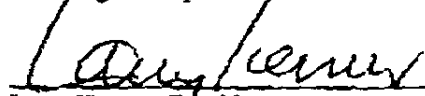


Kelly Tacke, Secretary

DISAPPEARING ENTITY

COUNTRYPLACE MORTGAGE II, LTD.,
a Texas limited partnership

By: Palm Harbor Finance Corporation,
a Texas corporation,
its sole general partner




Larry Keener, President




Kelly Tacke, Vice President

By: Palm Harbor Investments, Inc.,
a Nevada corporation,
its sole limited partner



Gavin Ryan, President



Kelly Tacke, Vice President and Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 12 AM 8:42

APPROVED
AND
FILED

**SOLE GENERAL PARTNER OF
DISAPPEARING ENTITY:**

PALM HARBOR FINANCE CORPORATION,
a Texas corporation



Larry Keener, President



Kelly Tacke, Vice President

**SOLE LIMITED PARTNER OF
DISAPPEARING ENTITY:**

PALM HARBOR INVESTMENTS, INC.,
a Nevada corporation



Gavin Ryan, President



Kelly Tacke, Vice President and Treasurer

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PALM HARBOR HOMES, INC.

FIRST: The name of this Corporation is:

Palm Harbor Homes, Inc.

SECOND: The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

THIRD: The Corporation shall have authority to issue twenty million (20,000,000) shares of Common Stock and each share so issued shall have a par value of one cent (\$0.01).

FOURTH: The Corporation is to have perpetual existence.

FIFTH: The address of the principal office of the Corporation shall be 15301 Dallas Parkway, Suite 800, Dallas, Texas 75248.

SIXTH: The number of directors of the Corporation shall be fixed by, or in the manner prescribed in, the Bylaws of the Corporation.

SEVENTH: The shareholders of the Corporation shall have no preemptive right to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation.

EIGHTH: Notwithstanding any provisions of the Florida Business Corporation Act now or hereafter in force requiring the affirmative vote of a majority, or any other percentage, of the outstanding shares entitled by law to vote thereon or of the outstanding shares of a class or series entitled by law to vote thereon, for the purpose of approving an amendment to the Articles of Incorporation, approving the merger or consolidation of the Corporation with or into any other corporation, approving the sale of all or substantially all of the assets of the Corporation or approving the voluntary dissolution of the Corporation, such action shall require and be authorized and taken only if the affirmative vote of the holders of at least sixty six and two-thirds percent (66 2/3%) of such outstanding shares, or such outstanding shares of a class or

EXHIBIT A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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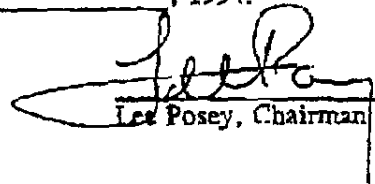
series, as applicable, is received. Except as provided in this Article Eighth or as otherwise required by law, a vote of the holders of a majority of the shares entitled to vote and represented in person or by proxy at any shareholders' meeting at which a quorum is present shall be the act of the shareholders' meeting for any other purpose.

NINTH: The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

TENTH: The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder with respect to any matter is hereby expressly denied.

The undersigned, for the purpose of restating the Articles of Incorporation of Palm Harbor Homes, Inc. under the laws of the State of Florida, does hereby file and record these Amended and Restated Articles of Incorporation, and does certify that the facts herein stated are true.

DATED this 23 day of June, 1994.


Lee Posey, Chairman of the Board

The undersigned, being the duly elected and acting Secretary of Palm Harbor Homes, Inc. does hereby certify that this is a true and correct copy of the Articles Of Incorporation as of June 28, 1994.

By: 
James P. Nicholson, Secretary

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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PALM HARBOR HOMES, INC.**

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.187 of the Florida General Corporation Act, as amended, the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation (the "Articles"):

ARTICLE ONE

The name of the corporation is Palm Harbor Homes, Inc. (the "Corporation").

ARTICLE TWO

The following amendment to the Articles was adopted by the shareholders of the Corporation effective June 30, 1998. The Third Article of the Articles is hereby amended to read in its entirety as follows:

THIRD: The Corporation shall have authority to issue fifty million (50,000,000) shares of Common Stock and each share so issued shall have a par value of one cent (\$0.01).

EXECUTED on this 2nd day of July, 1998.

PALM HARBOR HOMES, INC.

By: Larry Keener
Larry H. Keener, President

By: Kelly Tacke
Kelly Tacke, Secretary

ACKNOWLEDGED on this 2nd day of July, 1998.

Kelly Tacke
Kelly Tacke, Secretary

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FILED

Exhibit B

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COUNTRYPLACE MORTGAGE II, LTD.
(a Texas limited partnership)**

**FILED
in the Office of the
Secretary of State of Texas
NOV 12 2002
Corporations Section**

1. **NAME.** The name of the limited partnership for which this Certificate is filed is CountryPlace Mortgage II, Ltd. (the "Partnership").
2. **REGISTERED OFFICE AND NAME OF REGISTERED AGENT.** The address of the Partnership's registered office is 350 North St. Paul Street, Suite 2900, Dallas, Texas 75201. The Partnership's registered agent for service of process at such address is CT Corporation System.
3. **PRINCIPAL OFFICE ADDRESS.** The address of the Partnership's principal office in the United States where records are to be kept or made available is 15303 Dallas Parkway, Suite 800, Addison, Texas 75001.
4. **GENERAL PARTNER.** The name, mailing and business address of the Partnership's general partner is as follows: Palm Harbor Finance Corporation, 15303 Dallas Parkway, Suite 800, Addison, Texas 75001.

This Certificate is executed by the Partnership's general partner.

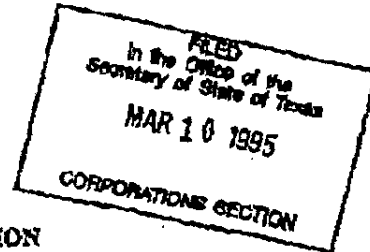
GENERAL PARTNER

PALMHARBOR FINANCE CORPORATION
a Texas corporation

By: *Kelli Teeko*
Name: Kelli Teeko
Title: Vice President

Exhibit C

ARTICLES OF INCORPORATION
OF
PALM HARBOR FINANCE CORPORATION



I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Palm Harbor Finance Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in any act, activity and/or business for which corporations may be organized under the Texas Business Corporation Act; provided, however, that this corporation shall not transact any business in Texas which is prohibited by Article 2.01-B of the Texas Business Corporation Act, as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock of the par value of \$0.01 per share. The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate and unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE V

The corporation will not commence business nor incur any indebtedness, except such as shall be incidental to its organization or to obtaining subscriptions to or payment for its shares, until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE VI

No shareholder of the corporation shall have, by reason of holding shares of any class of stock of the corporation, any preemptive or preferential right to purchase or subscribe for any shares (including treasury shares) of any class of stock of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other security convertible into or carrying options,

warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any shares of such notes, debentures, bonds or other security would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, in its discretion, from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other security either in whole or in part to the existing shareholders of any class.

ARTICLE VII

The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE VIII

The street address of the corporation's initial registered office is 15301 Dallas Parkway, Suite 800, Dallas, Texas 75248.

The name of the corporation's initial registered agent at such address is Lee Posey.

ARTICLE IX

The number of directors constituting the initial Board of Directors is one.

The name and address of the person who is to serve as the sole director until the first annual meeting of shareholders or until her successors are elected and qualified is as follows:

Lee Posey
15301 Dallas Parkway
Suite 800
Dallas, Texas 75248

ARTICLE X

The name and address of the incorporator is as follows:

Gina E. Deans
Liddell, Sapp, Zivley, Hill & LaBour, L.L.P.
2200 Ross Avenue
Suite 900
Dallas, Texas 75201

ARTICLE XI

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except for liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, (iv) an act or omission for which the liability of a director is expressly provided for by statute, or (v) an act related to an unlawful stock repurchase or payment of a dividend. If the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE XII

The corporation shall indemnify its officers and directors to the fullest extent provided by the Texas Business Corporation Act.

ARTICLE XIII

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the actions taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XIV

The corporation shall indemnify and hold the undersigned incorporator of the corporation harmless from and against any and all loss, cost, damage, expense (including, without limitation, attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the incorporator of the corporation in respect of the incorporation and organization of the corporation in what he deemed to be in or not opposed to the best interests of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of March, 1995.

Lina E. Betts

 Lina E. Betts
 Little, Sepp, Zivley, Hill & LaBoon, L.L.P.
 2200 Ross Avenue
 Suite 900
 Dallas, Texas 75201

01/14/95

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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

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DEPUTY CLERK SECRETARY OF STATE

Exhibit D

**ARTICLES OF INCORPORATION
OF
PALM HARBOR INVESTMENTS, INC.**

I, the undersigned natural person acting as an incorporator of a corporation (hereinafter called the "Corporation") under the General Corporation Law of the State of Nevada, do hereby adopt the following Articles of Incorporation for the Corporation.

FIRST: The name of the Corporation is Palm Harbor Investments, Inc.

SECOND: The registered office of the Corporation in the State of Nevada is located at 502 East John Street, Carson City, Nevada 89706. The name of the registered agent of the Corporation at such address is The Prentice-Hall Corporation System, Nevada, Inc.

THIRD: The purpose for which the Corporation is organized is to engage in any and all lawful acts and activities for which corporations may be organized under the General Corporation Law of the State of Nevada, as provided in the Revised Nevada Statutes, 1957 (the "NRS"). The Corporation will have perpetual existence.

FOURTH: The Corporation is authorized to issue 10,000 shares of Common Stock, \$0.01 par value per share.

FIFTH: The name of the incorporator of the Corporation is Gina E. Betts, and the mailing address of such incorporator is 2200 Ross Avenue, Suite 900, Dallas, Texas 75201.

SIXTH: The number of directors which shall constitute the whole Board of Directors shall be fixed by or in the manner provided in the Bylaws of the Corporation. The number of directors constituting the initial board of directors is one, and the name and mailing address of the person who is to serve as the sole director until the first annual meeting of stockholders or until his successor is elected and qualified is:

Lee Posey
15901 Dallas Parkway
Suite 800
Dallas, Texas 75248

SEVENTH: Directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation otherwise provide.

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the directors of the Corporation shall have the power to adopt, amend and repeal the Bylaws of the Corporation.

NINTH: The Corporation shall indemnify any person who was, or is threatened to be

made, a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, agent or similar functionary of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted under the NRS, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Ninth is in effect. Any repeal or amendment of this Article Ninth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Ninth. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the NRS, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the NRS, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, independent legal counsel or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, independent legal counsel or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement or otherwise.

The Corporation may, pursuant to approval by the Board of Directors, additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

TENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (ii) for the payment of distributions in violation of NRS 78.300. Any repeal or amendment of this Article Tenth by the stockholders of the Corporation shall be prospective

only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Tenth, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendment to the NRS.

ELEVENTH: The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

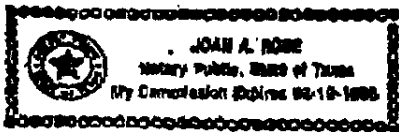
I, the undersigned, for the purpose of forming the Corporation under the laws of the State of Nevada, do make, file and record these Articles of Incorporation and do certify that this is my act and deed and that the facts stated herein are true and, accordingly, I do herewith set my hand on this 9th day of March, 1995.

Gina E. Betts
Gina E. Betts

010973

STATE OF TEXAS)
COUNTY OF DALLAS)

On this 9th day of March, 1995, before me, a Notary Public, personally appeared Gina E. Best, who acknowledged that she executed the attached instrument.



Joan A. Rose
Joan A. Rose

STATE OF TEXAS
Secretary of State
I hereby certify that this is a true and correct copy of the document as filed in this office.
MAY 10 1995
DEAN WELLES
Secretary of State