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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

Sun City Homes
into

Palm Harbor Homes, Inc.

EFFECTIVE DATE
1-1-98

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-01/05/98--01045--012
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CORP MERGE

279 947

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUN CITY HOMES(A NEVADA CORPORATION), a Nevada corporation, not
qualified in Florida

INTO

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

File date: December 24, 1997, effective January 1, 1998

Corporate Specialist: Karen Gibson

FILED
97 DEC 24 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-98

ARTICLES OF MERGER
OF
DOMESTIC PARENT CORPORATION
AND FOREIGN SUBSIDIARY CORPORATION

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, the undersigned domestic corporation, Palm Harbor Homes, Inc., a Florida corporation (sometimes referred to herein as the "Company"), adopts the following Articles of Merger for the purpose of merging Sun City Homes (A Nevada Corporation), a Nevada corporation (sometimes referred to herein as the "Subsidiary") and wholly-owned subsidiary of the Company, into the Company:

1. The names of the merging corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Organization</u>
Palm Harbor Homes, Inc. (parent)	Florida
Sun City Homes (A Nevada Corporation) (subsidiary)	Nevada

2. Palm Harbor Homes, Inc. shall be the corporation surviving the merger and shall continue its corporate existence under the laws of the State of Florida. The laws of the State of Nevada, under which the Subsidiary is organized, permit the merger specified in these Articles.

3. The only outstanding shares of stock of the Subsidiary are 500 shares of common stock, no par value, all of which are owned by the Company. The sole shareholder of the Subsidiary has voted to approve the merger. Approval is not required by the Company's shareholders.

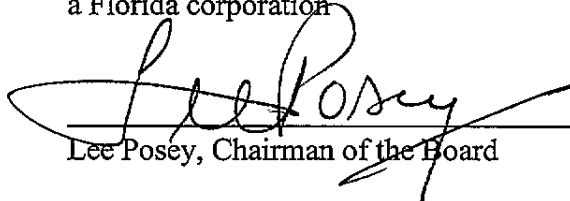
4. There is attached hereto as Exhibit A, a copy of the Agreement and Plan of Merger (the "Plan") and the Plan is incorporated herein by this reference. The Plan was approved by the Board of Directors of the Company and by the Board of Directors of the Subsidiary on December 22, 1997 in the manner prescribed by the Florida Business Corporation Act and the Nevada General Corporation Law.

5. The Plan was delivered on or about December 22, 1997 to the Company, the sole shareholder of record of the Subsidiary. The Company has executed a waiver of the thirty day (30) waiting requirement as permitted by Section 607.1104 of the Florida Business Corporation Act.

6. The merger will become effective on January 1, 1998 at 12:01 a.m. in accordance with the provisions of 607.0123(2) of the Florida Business Corporation Act.


IN WITNESS WHEREOF, these Articles of Merger are dated to be effective as set forth above.

PALM HARBOR HOMES, INC.,
a Florida corporation



Lee Posey, Chairman of the Board

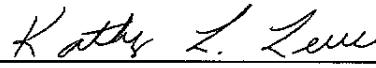
SUN CITY HOMES (A NEVADA CORPORATION),
a Nevada corporation



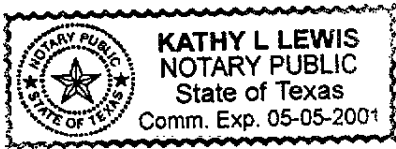
Kelly Tacke, Secretary and Treasurer

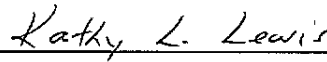
THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Lee Posey, being first duly sworn on oath, says that he is the Chairman of the Board of Palm Harbor Homes, Inc., a Florida corporation, that he makes this affidavit for and on behalf of said corporation for the reason that affiant is the Chairman of the Board thereof, that he has read the above and foregoing Articles of Merger, knows the contents thereof, and that the statements contained therein are true and correct.



Notary Public, State of Texas



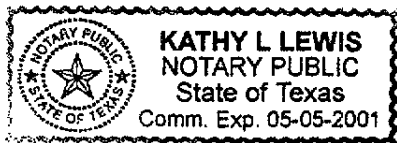


Printed Name of Notary Public

5-5-2001
Commission Expires

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Kelly Tacke, being first duly sworn on oath, says that she is the Secretary and Treasurer of Sun City Homes (A Nevada Corporation), a Nevada corporation, that she makes this affidavit for and on behalf of said corporation for the reason that affiant is the Secretary and Treasurer thereof, that she has read the above and foregoing Articles of Merger, knows the contents thereof, and that the statements contained therein are true and correct.



Kathy L. Lewis
Notary Public, State of Texas

Kathy L. Lewis
Printed Name of Notary Public

5-5-2001
Commission Expires

D1995A/85026-1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made as of this 22nd day of December, 1997, by and between Sun City Homes (A Nevada Corporation), a Nevada corporation (the "Subsidiary"), with its principal place of business located at 4700 Boulder Highway, Las Vegas, Nevada 89121, and Palm Harbor Homes, Inc., a Florida corporation (the "Parent Corporation"), with its principal place of business located at 15303 Dallas Parkway, Suite 800, Dallas, Texas 75248.

WHEREAS, the authorized capital stock of the Subsidiary consists of 2,500 shares of common stock, no par value ("Subsidiary Common Stock"), 500 shares of which are issued and outstanding and owned in their entirety by the Parent Corporation; and

WHEREAS, the Board of Directors of the Parent Corporation deems the merger provided for herein to be desirable and in the best interests of the Parent Corporation and the Subsidiary and by resolutions duly adopted, has approved and adopted this Merger Agreement;

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements and covenants contained herein, the parties hereto agree as follows:

ARTICLE I

Section 1.1. At the Effective Time (as defined below), the Subsidiary shall be merged into the Parent Corporation (the "Merger") in accordance with the provisions of this Agreement and the Nevada General Corporation Law, as amended (the "NGCL"), and the Florida Business Corporation Act, as amended (the "FBCA"), and the separate existence of the Subsidiary shall thereupon cease. The Parent Corporation shall be the corporation surviving the Merger (and in that capacity is sometimes referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida.

Section 1.2. The Merger shall become effective (the "Effective Time") on the later of January 1, 1998 or the date and at the time when duly executed Articles of Merger shall have been filed with the appropriate governmental authorities in the States of Nevada and Florida.

Section 1.3. At the Effective Time, the Parent Corporation, as the Surviving Corporation, (i) shall continue to possess all of its property, rights, privileges, immunities, powers and purposes and shall succeed to all of the property, rights, privileges, immunities, powers and purposes of the Subsidiary, and (ii) shall continue to be subject to all of its liabilities, obligations and penalties and shall succeed to all of the liabilities, obligations and penalties of the Subsidiary (including all intercompany indebtedness of the Subsidiary as a member of the Palm Harbor Homes affiliated group of companies, as determined by the accountants of the Parent Corporation), all as more fully provided under the applicable provisions of the NGCL and the FBCA.

EXHIBIT A

Section 1.4. The Surviving Corporation agrees that it may be served with process in the State of Nevada in any proceeding for enforcement of any obligation of the Subsidiary as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings and the Surviving Corporation irrevocably appoints the Secretary of State of Nevada as its agent to accept service of process in any suit or other proceedings and specifies 15303 Dallas Parkway, Suite 800, Dallas, Texas 75248, as the address to which a copy of such process shall be mailed by the Secretary of State of Nevada, unless the Surviving Corporation shall have designated in writing to the Secretary of State of Nevada a different address for such purpose.

Section 1.5. If any shareholder of the Subsidiary lawfully elects to exercise or pursue his right of dissent from any of the corporate actions referred to in this Merger Agreement with respect to the shares of Subsidiary Common Stock owned by such shareholder, the Surviving Corporation will promptly pay to such dissenting shareholder the amount, if any, to which he shall be entitled under the provisions of the NGCL with respect to the rights of dissenting shareholders.

ARTICLE II

Section 2.1. The Articles of Incorporation of the Parent Corporation as in effect immediately before the Effective Time shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time until further amended in accordance with law.

Section 2.2. The Bylaws of the Parent Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation.

Section 2.3. The directors of the Parent Corporation at the Effective Time shall be the directors of the Surviving Corporation, to hold office subject to the Bylaws of the Surviving Corporation.

Section 2.4. The officers of the Parent Corporation at the Effective Time shall continue as the officers of the Surviving Corporation, to hold office subject to the Bylaws of the Surviving Corporation.

ARTICLE III

Section 3.1. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof:

(a) All of the outstanding shares of Subsidiary Common Stock, being the 500 shares of Subsidiary Common Stock now held by the Parent Corporation, shall be canceled and exchanged for no property or other consideration of the Parent Corporation.

(b) Each share of common stock, par value \$0.01 per share, of the Parent Corporation outstanding immediately prior to the Effective Time shall be and remain one share of common stock of the Surviving Corporation.

ARTICLE IV

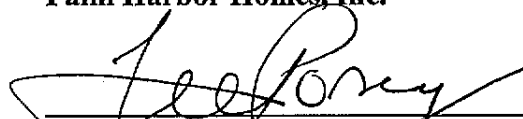
Section 4.1. This Merger Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument. Each counterpart may consist of a number of copies hereof each signed by less than all, but together signed by all of the parties hereto.

Section 4.2. Subject to applicable law, this Merger Agreement may be amended, modified, or supplemented only by written agreement of the Parent Corporation and the Subsidiary at any time before the Effective Time.

IN WITNESS WHEREFORE, the Parent Corporation and the Subsidiary have caused this Agreement to be executed on their behalf by their respective officers hereunto duly authorized all as of the date first above written.

PARENT CORPORATION:


Palm Harbor Homes, Inc.



Lee Posey, Chairman of the Board

SUBSIDIARY:

Sun City Homes (A Nevada Corporation)



Kelly Tacke, Secretary and Treasurer