

279947

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Palm Harbor Homes, Inc

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merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CANNON MANUFACTURED HOUSING GROUP, INC

CANNON MOBILE HOMES, INC.

PLEASANT VALLEY MOBILE HOMES, INC.

COUNTRYSIDE MOBILE HOMES, INC.

CUMBERLAND HOMES, INC.

ALL STAR MOBILE HOMES, INC.

ALL GEORGIA NONQUALIFIED CORPS.

INTO

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

File date: March 27, 1998

Corporate Specialist: Susan Payne

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DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER OF
PALM HARBOR HOMES, INC. AND
CANNON MANUFACTURED HOUSING GROUP, INC.,
CANNON MOBILE HOMES, INC.,
PLEASANT VALLEY MOBILE HOMES, INC.,
COUNTRYSIDE MOBILE HOMES, INC.,
CUMBERLAND HOMES, INC.,
ALL STAR MOBILE HOMES, INC.**

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 subsidiaries, Cannon Manufactured Housing Group, Inc., a Georgia corporation, Cannon Mobile Homes, Inc., a Georgia corporation, Pleasant Valley Mobile Homes, Inc., a Georgia corporation, Countryside Mobile Homes, Inc., a Georgia corporation, Cumberland Homes, Inc., a Georgia corporation, and All Star Mobile Homes, Inc., a Georgia corporation (referred to herein collectively as the "Foreign Corporations"), execute and the Surviving Corporation hereby adopts the following Articles of Merger (the "Articles of Merger") for the purpose of merging the Foreign Corporations 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 is, by agreement of the Surviving Corporation and the Foreign Corporations, March 27, 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 each of the Foreign Corporations approved the Plan of Merger on March 27, 1998.

Kelly Tacke
IN WITNESS WHEREOF, Palm Harbor Homes, Inc. has caused these Articles of Merger to be executed by Lee Posey, its Chairman of the Board, and ~~Scott Martin~~ its Secretary, and each of the Foreign Corporations has caused these Articles of Merger to be executed by Scott Chaney and Pattie Keith, Chairman of the Board and Secretary, respectively, of each of the Foreign Corporations, to effect the merger as of March 27, 1998.

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PALM HARBOR HOMES, INC.,
a Florida corporation

Lee Posey

Lee Posey, Chairman of the Board

Kelly Tacke

~~Scott Martin~~, Secretary

Kelly Tacke
CANNON MANUFACTURED HOUSING GROUP,
INC.,
CANNON MOBILE HOMES, INC.,
PLEASANT VALLEY MOBILE HOMES, INC.,
COUNTRYSIDE MOBILE HOMES, INC.,
CUMBERLAND HOMES, INC.,
ALL STAR MOBILE HOMES, INC.,

Scott Chaney

Scott Chaney, Chairman of the Board

Pattie Keith

Pattie Keith, Secretary
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**PLAN OF MERGER OF
PALM HARBOR HOMES, INC. AND
CANNON MANUFACTURED HOUSING GROUP, INC.,
CANNON MOBILE HOMES, INC.,
PLEASANT VALLEY MOBILE HOMES, INC.,
COUNTRYSIDE MOBILE HOMES, INC.,
CUMBERLAND HOMES, INC.,
ALL STAR MOBILE 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"), and the undersigned wholly-owned foreign corporation subsidiaries, Cannon Manufactured Housing Group, Inc., a Georgia corporation, Cannon Mobile Homes, Inc., a Georgia corporation, Pleasant Valley Mobile Homes, Inc., a Georgia corporation, Countryside Mobile Homes, Inc., a Georgia corporation, Cumberland Homes, Inc., a Georgia corporation, and All Star Mobile Homes, Inc., a Georgia corporation (sometimes referred to herein collectively as the "Foreign Corporations"), execute and the Surviving Corporation hereby adopts the following Plan of Merger (the "Plan of Merger") for the purpose of merging the Subsidiary Corporations with and into the Surviving Corporation.

1. The name of the domestic parent corporation is Palm Harbor Homes, Inc., a Florida corporation and the names of the wholly-owned foreign corporation subsidiaries are Cannon Manufactured Housing Group, Inc., a Georgia corporation, Cannon Mobile Homes, Inc., a Georgia corporation, Pleasant Valley Mobile Homes, Inc., a Georgia corporation, Countryside Mobile Homes, Inc., a Georgia corporation, Cumberland Homes, Inc., a Georgia corporation, and All Star Mobile Homes, Inc., a Georgia corporation. The laws of the State of Georgia, under which the Foreign Corporations are 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. All of the Foreign Corporations are wholly-owned subsidiaries of the Surviving Corporation.

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

3. Shareholders of the Foreign Corporations 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 each of the Foreign Corporations has waived the mailing requirement pursuant to Section 607.1104 of the Act.


IN WITNESS WHEREOF, Palm Harbor Homes, Inc. has caused this Plan of Merger to be executed by Lee Posey, its Chairman of the Board, and ~~Scott Martin~~, its Secretary, and each of the

Kelly Tacke


Foreign Corporations has caused this Plan of Merger to be executed by Scott Chaney and Pattie Keith, Chairman of the Board and Secretary, respectively, of each of the Foreign Corporations to effect the merger as of March 27, 1998.

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PALM HARBOR HOMES, INC.,
a Florida corporation




Lee Posey, Chairman of the Board

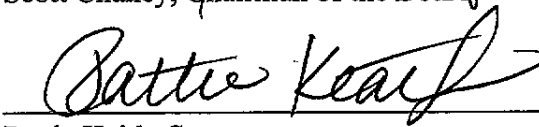


~~Scott Martin~~ Secretary
Kelly Tacke

CANNON MANUFACTURED HOUSING GROUP,
INC.,
CANNON MOBILE HOMES, INC.,
PLEASANT VALLEY MOBILE HOMES, INC.,
COUNTRYSIDE MOBILE HOMES, INC.,
CUMBERLAND HOMES, INC.,
ALL STAR MOBILE HOMES, INC.,



Scott Chaney, Chairman of the Board



Pattie Keith, Secretary
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