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279947

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City State Zip Phone

CORPORATION(S) NAME

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Merger

Star Mobile Homes, Inc.

merging into:

Palm Harbor Homes, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
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- Limited Liability Partnership
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

STAR MOBILE HOMES, INC., an Alabama corporation not authorized to transact
business in Florida

INTO

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

File date: May 27, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER OF
PALM HARBOR HOMES, INC. AND
STAR MOBILE HOMES, INC.

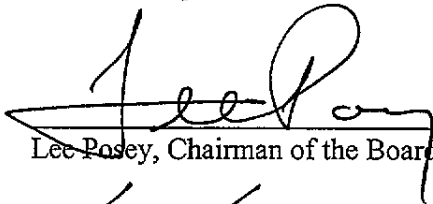
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98 MAY 27 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Star Mobile Homes, Inc., an Alabama 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 is, by agreement of the Surviving Corporation and the Foreign Corporations, the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.
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 May 20, 1998.

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 Kelly Tacke, its Secretary, and the Foreign Corporation has caused these Articles of Merger to be executed by Scott Chaney and Pattie Keath, Chairman of the Board and Secretary, respectively, of the Foreign Corporation, to effect the merger on May 20, 1998.

PALM HARBOR HOMES, INC.,
a Florida corporation

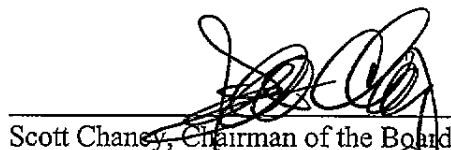


Lee Posey, Chairman of the Board



Kelly Tacke, Secretary

STAR MOBILE HOMES, INC.



Scott Chaney, Chairman of the Board



Pattie Keath, Secretary

EXHIBIT A

PLAN OF MERGER OF PALM HARBOR HOMES, INC. AND 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 subsidiary, Star Mobile Homes, Inc., an Alabama corporation (sometimes referred to herein as the "Foreign Corporation"), executes and the Surviving Corporation hereby adopts the following Plan of Merger (the "Plan of Merger") for the purpose of merging 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 Star Mobile Homes, Inc., an Alabama corporation. The laws of the State of Alabama, 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.

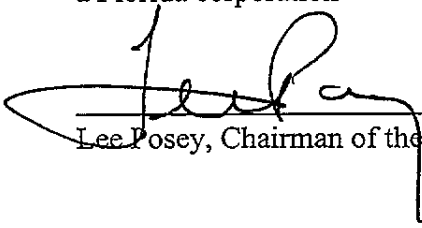
2. Because the only shareholder in the Foreign Corporation is the Surviving Corporation, the shares in the Foreign Corporation will be canceled and the Surviving Corporation shall not issue itself any shares in exchange for its shares in the Foreign Corporation.

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.

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 Kelly Tacke, its Secretary, and the Foreign Corporation has caused this Plan of Merger to be executed by Scott Chaney and Pattie Keath, Chairman of the Board and Secretary, respectively, of the Foreign Corporation to effect the merger on May 20, 1998.

PALM HARBOR HOMES, INC.,
a Florida corporation

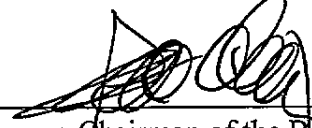


Lee Posey, Chairman of the Board



Kelly Tacke, Secretary

STAR MOBILE HOMES, INC.,



Scott Chaney, Chairman of the Board



Pattie Keath, Secretary

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