

F70522

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

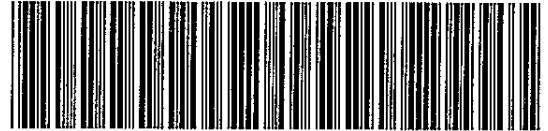
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/23/04--01038--004 **105.00

EFFECTIVE DATE

12-31-04

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

04 NOV 23 PM 4:53

FILED

Ps 11/2/04 merger



CHAMPION
ENTERPRISES, INC.

Bozana Miladinovich
Project Manager
Corporate Legal Affairs
Direct: 248.340.7793
Fax: 248.340.7773

Corporate Headquarters
Suite 300
2701 Cambridge Court
Auburn Hills, Michigan 48326
(248) 340-0880
FAX: (248) 340-0888

November 22, 2004

Secretary of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Phone: 850.245.6050

Re: Redman Industries, Inc. et. al.
Certificate of Merger

Dear Sir or Madam:

Please accept for filing the enclosed Articles of Merger along with the Plan of Merger between Redman Industries, Inc., a Delaware corporation, Redman Retail, Inc., a Delaware corporation registered to do business in Florida, and The Okahumpka Corporation, a Florida corporation. According to the terms of the Plan of Merger, Redman Retail, Inc. and The Okahumpka Corporation would be merged with and into Redman Industries, Inc. with Redman Industries, Inc. as surviving entity.

Enclosed is a check for the \$105.00 filing fee (\$35.00 for each merging and surviving corporation).

If you have any questions or need any additional information, please contact me at 248.340.7793, or via fax at 248.340.7773 or via e-mail at BMiladinovich@championhomes.net

Thank you for your attention to this matter.

Sincerely,

Bozana Miladinovich
Project Manager
Corporate Legal Affairs

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Redman Industries, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bozana Miladinovich

(Name of person)

Champion Enterprises, Inc.

(Name of firm/company)

2701 Cambridge Ct., Suite 300

(Address)

Auburn Hills, MI 48326

(City/state and zip code)

For further information concerning this matter, please call:

Bozana Miladinovich at (248) 340.7793

(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Redman Industries, Inc.	Delaware	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Okahumpka Corporation	Florida	F70522
Redman Retail, Inc.	Delaware	P09665
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
ON NOV 23 PM 4:53
ALLIANCE STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
12-31-04

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/18/2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/18/2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

EXHIBIT A
PLAN OF MERGER

This Plan of Merger is made on November 18, 2004, between Redman Industries, Inc., a Delaware corporation ("Redman Industries"), Redman Investment, Inc., a Delaware corporation ("Redman Investment"), Redman Retail, Inc., a Delaware corporation ("Redman Retail"), and The Okahumpka Corporation, a Florida corporation ("Okahumpka") (with Redman Industries, Redman Investment, Redman Retail, and Okahumpka being collectively referred to as the "Constituent Corporations").

RECITALS

A. Redman Investment, Redman Retail, and Okahumpka have agreed to merge with and into Redman Industries according to the terms set forth in this Plan of Merger.

B. The respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of each corporation and its respective stockholders that Redman Investment, Redman Retail, and Okahumpka be merged with and into Redman Industries in the manner contemplated in this Plan of Merger, and the respective boards of directors and shareholders of the Constituent Corporations have adopted resolutions approving this Plan of Merger and the Merger and any related transactions (the "Merger").

For the purpose of stating the terms and conditions of the Merger; the mode of carrying the Merger into effect; the manner of converting the shares of common stock of Redman Investment, Redman Retail, and Okahumpka issued and outstanding immediately before the effective time of the Merger into shares of common stock of Redman Industries; and the other terms and provisions of the Merger that the parties deem desirable, the parties hereby agree as follows:

ARTICLE I

In accordance with the laws of the state of Delaware, Redman Investment, Redman Retail, and Okahumpka, which will sometimes be referred to in this Plan of Merger as the "Non-Surviving Corporations", will be merged with and into Redman Industries, which shall sometimes be referred to in this Plan of Merger as the "Surviving Corporation".

The Surviving Corporation shall continue to be governed by the laws of Delaware.

ARTICLE II

The merger shall become effective on December 31, 2004 at 11:59:00 p.m. pursuant to the Delaware General Corporation Law (DGCL). The time when the merger becomes effective shall be the "Effective Time of the Merger" referred to in this Plan of Merger.

ARTICLE III

A. Redman Industries has issued and outstanding 1,000 shares of common stock, \$0.01 par value per share.

B. Redman Investment has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

C. Redman Retail has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

D. Okahumpka has issued and outstanding 1,000 shares of common stock, \$1.00 par value per share.

All the shares of common stock are entitled to vote on the Merger.

ARTICLE IV

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

(1) Each issued and outstanding share of the common stock of Redman Industries shall be changed and converted into one (1) validly issued, fully paid, and nonassessable share of common stock, \$0.01 par value per share, of the Surviving Corporation.

(2) Each issued and outstanding share of common stock of Redman Investment shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(3) Each issued and outstanding share of common stock of Redman Retail shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

(4) Each issued and outstanding share of common stock of Okahumpka shall be canceled as of the Effective Time of Merger and shall cease to exist without any action on the part of the holder.

ARTICLE V

Except as specifically set forth in this Plan of Merger, the identity, existence, purposes, powers, objects, franchises, privileges, rights, immunities, articles of incorporation, and bylaws of Redman Industries shall continue for the Surviving Corporation unaffected and unimpaired by the Merger, and the corporate franchises, existence, and rights of the Non-Surviving Corporations, shall be merged into Redman Industries and Redman Industries shall, as the Surviving Corporation, be fully vested therewith.

The officers and directors of the Surviving Corporation shall be as follows:

Directors: John J. Collins, Jr.

Officers:	B.J. Williams	President
	John J. Collins, Jr.	VP / Secretary & General Counsel
	Phyllis A. Knight	Executive Vice President / CFO & Treasurer
	Jimmy Paul	Assistant Treasurer

At the Effective Time of the Merger, the separate existence of the Non-Surviving Corporations will cease, and in accordance with the terms of this Plan of Merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations. All rights, privileges, powers, and franchises of each of the Constituent Corporations, all property, real, personal, and mixed, all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Entity shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate or interest therein, vested by deed or otherwise in either Entity, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the Merger, and all debts, liabilities, and duties of each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

ARTICLE VI


From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, the Non-Surviving Corporation shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Corporation, or its successors or assigns, may deem necessary or desirable to vest in and confirm to the Surviving Corporation and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in article V of this Plan of Merger and otherwise to carry out the intent and purposes of this Plan of Merger.

ARTICLE VII

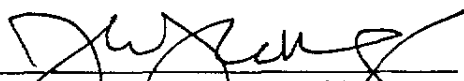
For the convenience of the parties to this Plan of Merger and to facilitate the filing and recording of this Plan of Merger, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.

The presidents and vice president of the Constituent Corporations have signed this Plan of Merger on the date written on the first page of this Plan of Merger.

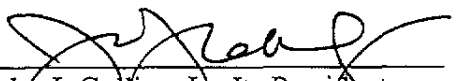
REDMAN INDUSTRIES, INC.

By: 
John J. Collins, Jr., Its Vice President


REDMAN INVESTMENT, INC.

By: 
John J. Collins, Jr., Its President

REDMAN RETAIL, INC.

By: 
John J. Collins, Jr., Its President

THE OKAHUMPKA CORPORATION

By: 
John J. Collins, Jr., Its President