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FILED IN THIS OFFICE
AUG 17 1987
11:00AM
SECRETARY OF STATE

ARTICLES OF MERGER
OF

WICKES-HOMECRAFTERS, INC.

AND

WHC NEWCO, INC.

To the Secretary of State
State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act governing the merger of a foreign business corporation with and into a domestic business corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are Wickes-Homecrafters, Inc., which is a business corporation organized under the laws of the State of Delaware, and WHC Newco, Inc., which is a business corporation organized under the laws of the State of Alabama.

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Wickes-Homecrafters, Inc. with and into WHC Newco, Inc. as set forth in a resolution adopted by the Board of Directors of each of said merging corporations and directing that said Agreement and Plan of Merger be submitted to the shareholders of each of said merging corporations.

3. The number of shares which were outstanding at the time of the approval of the Plan of Merger by its shareholders and the number of shares voting for and against the Plan of Merger are as follows:

WICKES-HOMECRAFTERS, INC	10 shares outstanding	voted for: 10	voted against: 0
WHC NEWCO, INC.	10 shares outstanding	voted for: 10	voted against: 0

4. The laws of the jurisdiction of organization of Wickes-Homecrafters, Inc. permit the merger of a business corporation of that jurisdiction with and into a business corporation of another jurisdiction; and the merger of Wickes-Homecrafters, Inc. with and into WHC Newco, Inc. is in compliance with the laws of the jurisdiction of organization of Wickes-Homecrafters, Inc.

5. WHC Newco, Inc. will continue its existence as the surviving corporation under the name Wickes-Homecrafters, Inc. pursuant to the provisions of the Alabama Business Corporation Act.

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Jack A

6. The County in which the Articles of Incorporation of WHC Newco, Inc. is filed is Montgomery County.

Dated: August 13, 1987

Wickes-Homcrafters, Inc.

By: Philip Seel
Its Vice President
James Howard
Its Assistant Secretary

WHC Newco, Inc.

By: Philip Seel
Its Vice President
James Howard
Its Assistant Secretary

Dated: August 13, 1987

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss

Before me, the undersigned authority in and for said County and State, personally appeared Alvin G. Segel, who being by me first duly sworn, doth depose and say that he is the Senior Vice President of Wickes-Homecrafters, Inc. and the Senior Vice President of WHC Newco, Inc. and that the foregoing statements contained in this document are true, full and correct.



WHC NEWCO, INC.
By: Alvin G. Segel
Alvin G. Segel
Senior Vice President

Subscribed and sworn to before me this 13th day of August, 1987.

Alma J. Anderson
Notary Public
Commission expires: May 26, 1990

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss

Before me, the undersigned authority in and for said County and State, personally appeared Alvin G. Segel, who being by me first duly sworn, doth depose and say that he is the Senior Vice President of Wickes-Homecrafters, Inc. and the Senior Vice President of WHC Newco, Inc. and that the foregoing statements contained in this document are true, full and correct.

WICKES-HOMECRAFTERS, INC.
By: Alvin G. Segel
Alvin G. Segel
Senior Vice President

Subscribed and sworn to before me this 13th day of August, 1987.

Alma J. Anderson
Notary Public
Commission expires: May 26, 1990



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved on July 29, 1987 by a business corporation organized under the laws of the State of Delaware, and approved on July 29, 1987 by a business corporation organized under the laws of the State of Alabama.

1. Wickes-Homecrafters, Inc. is a corporation duly organized and existing under the laws of the State of Delaware with its registered office therein located at 229 South State Street, City of Dover, County of Kent.

2. The total number of shares of stock which Wickes-Homecrafters, Inc. has authority to issue is 1,000, all of which are of one class and no par value.

3. WHC Newco, Inc. is a business corporation duly organized and existing under the laws of the State of Alabama with its registered office therein located at 57 Adams Avenue, City of Montgomery, County of Montgomery, Alabama 36104.

4. The total number of shares of stock which WHC Newco, Inc. has authority to issue is 1,000, all of which are of one class and no par value.

5. Wickes-Homecrafters, Inc. and WHC Newco, Inc. shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Alabama Business Corporation Act, be merged with and into a single corporation, to wit, WHC Newco, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name pursuant to the provisions of the Alabama Business Corporation Act. The separate existence of Wickes-Homecrafters, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Delaware General Corporation Law.

6. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of Alabama shall be the Articles of Incorporation of said surviving corporation except that Article FIRST thereof, relating to the name of the corporation, is hereby amended and changed so as to read as following upon the said effective date of the merger:

"The name of the corporation (hereinafter called "Corporation" is: Wickes-Homecrafters, Inc."

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and

changed in the manner prescribed by the provisions of the Alabama Business Corporation Act.

7. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Alabama Business Corporation Act.

8. The directors and officers in office of the surviving corporation upon the complete effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

9. Each issued share of the terminating corporation shall, upon the complete effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of the surviving corporation.

10. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Delaware General Corporation Law and in accordance with the provisions of the Alabama Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Alabama, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

12. This Agreement and Plan of Merger may, at any time prior to the Effective Date of the merger, be terminated by the Board of Directors of either constituent corporation notwithstanding its approval by the shareholders of either or both of the constituent corporations.

13. The surviving corporation irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or proceedings of the constituent corporations and the address to which such process shall be mailed is: Wickes Companies, Inc., 3340 Ocean Park Boulevard, Suite 2000, Santa Monica, California 90405.

WICKES-HOMECRAFTERS, INC.

By: *Philip G. Seef*
Its: Senior Vice President

ATTEST:

By: *Daniel Howard*
Its: Assistant Secretary

WHC NEWCO, INC.

By: *Philip G. Seef*
Its: Senior Vice President

ATTEST:

By: *Daniel Howard*
Its: Assistant Secretary

The forgoing Articles of Merger were prepared by

Name of Individual: Daniel T. Howard

Address of Individual: c/o Wickes Companies, Inc.
3340 Ocean Park Boulevard
Santa Monica, CA 90405

Secretary of State
State of Alabama

I hereby certify that this is a true
and complete copy of the document filed in
this office on August 17, 1987.

Dated 8-17-87

Glen Browder

Glen Browder
Secretary of State

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State of Alabama
Department of Archives and History

State of Alabama
Department of Archives and History
Birmingham, Alabama

State of Alabama

State of Alabama
Department of Archives and History

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

88 MAY 16 AM 10:23

RECORDING FEES

Recording Fee \$ 20.00

Index Fee 1.00

TOTAL \$ 21.00

Thomas A. Browder
JUDGE OF PROBATE

Secretary of State
State of Alabama

I hereby certify that this is
a true and complete copy of the
document filed in this office
on August 17, 1987

Dated April 15, 1988

Secretary of State
Glen Browder

Glen Browder

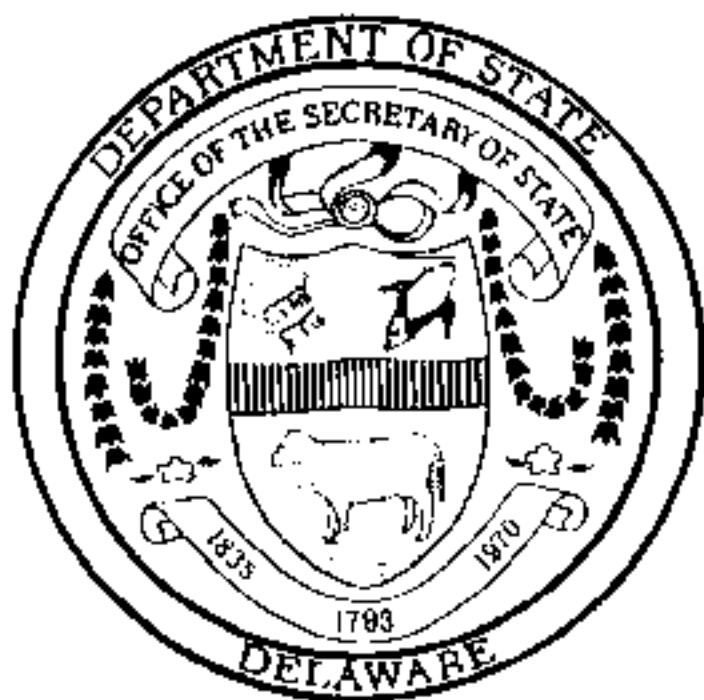


State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on January 13, 1988

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Michael Harkins

Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: April 13, 1988

Jds