

CERTIFICATE OF OWNERSHIP  
AND  
ARTICLES OF MERGER  
MERGING  
WICKES-HOMECRAFTERS, INC.  
(an Alabama corporation)  
INTO  
WICKES COMPANIES, INC.  
(a Delaware corporation)

WICKES COMPANIES, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That WICKES COMPANIES, INC. was incorporated on the 17th day of March, 1971, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That WICKES COMPANIES, INC. owns all of the outstanding shares of the common stock (which constitutes the only class of stock outstanding) of the Disappearing Corporation (as defined in Article THIRD below) incorporated in the state and on the date shown in Article THIRD.

THIRD: That this corporation, by the following resolutions duly adopted by Unanimous Written Consent of the Executive Committee of its Board of Directors on the 11th day of January, 1988, determined to and did merge into itself the Disappearing Corporation by adoption of the following Agreement and Plan of Merger:

Inst # 2000-44278

12/20/2000-44278

03:46 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

006 NMB

15.00

AGREEMENT AND PLAN OF MERGER

RESOLVED, that WICKES COMPANIES, INC. merge, and it hereby does merge, into itself as the surviving corporation the following wholly owned subsidiary corporation set forth immediately below (the "Disappearing Corporation") and assume all of its liabilities and obligations:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>No. of Shares Outstanding</u>
	<u>Alabama</u>	
Wickes-Homecrafters, Inc.	7/15/87	10

FURTHER RESOLVED, that the outstanding shares of the Disappearing Corporation be canceled and no shares of WICKES COMPANIES, INC. shall be issued in exchange therefor;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware or at such later time as may be required with respect to the Disappearing Corporation by the laws of its jurisdiction or incorporation;

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Articles of Merger (or such other document as may be required by a particular state) setting forth a copy of the resolutions and Agreement and Plan of Merger to merge the Disappearing Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretaries of State, and a certified

copy recorded in the office of the Recorder of Deeds and other state offices as may be required by law and to do all acts and things whatsoever, in any state, which may be necessary or proper to effect said merger; and

FURTHER RESOLVED that the foregoing resolutions shall constitute the Agreement and Plan of Merger with respect to the Disappearing Corporation.

FOURTH: That the Certificate of Incorporation of Wickes-Homecrafters, Inc. is filed in Montgomery County, Alabama.

FIFTH: The laws of the State under which WICKES COMPANIES, INC. and the Disappearing Corporation are organized permit such a merger.

SIXTH: That the foregoing Agreement and Plan of Merger was approved by the Board of Directors of the Disappearing Corporation on January 8, 1988.

SEVENTH: A copy of the Agreement and Plan of Merger set forth in Article THIRD was not mailed to shareholders either because WICKES COMPANIES, INC. is the sole shareholder of the Disappearing Corporation and such mailing is therefore not required, or because WICKES COMPANIES, INC., as sole shareholder of the Disappearing Corporation, hereby consents to the Agreement and Plan of Merger and waives any and all required time periods for mailing copies of the Agreement and Plan of Merger to the shareholders of the Disappearing Corporation.

EIGHTH: That WICKES COMPANIES, INC. survives the merger and agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of the Disappearing Corporation and does hereby irrevocably appoint the Secretary of State of the State of Alabama as its agent to accept service of process in any such proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is 3340 Ocean Park Boulevard, Santa Monica, California 90405, until WICKES COMPANIES, INC. shall have hereafter designated in writing to said Secretary of State a different address for such purpose.

NINTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of WICKES COMPANIES, INC. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, WICKES COMPANIES, INC. has caused this certificate to be signed by its Senior Executive Vice President and attested to by its Assistant Secretary this 11th day of January, 1988.

ATTEST:

WICKES COMPANIES, INC.

Pamela K. Nakamura  
Pamela K. Nakamura  
Assistant Secretary

By: Wilhelm A. Mallory  
Wilhelm A. Mallory  
Senior Executive  
Vice President

STATE OF CALIFORNIA       )  
                                  ) ss:  
COUNTY OF LOS ANGELES    )

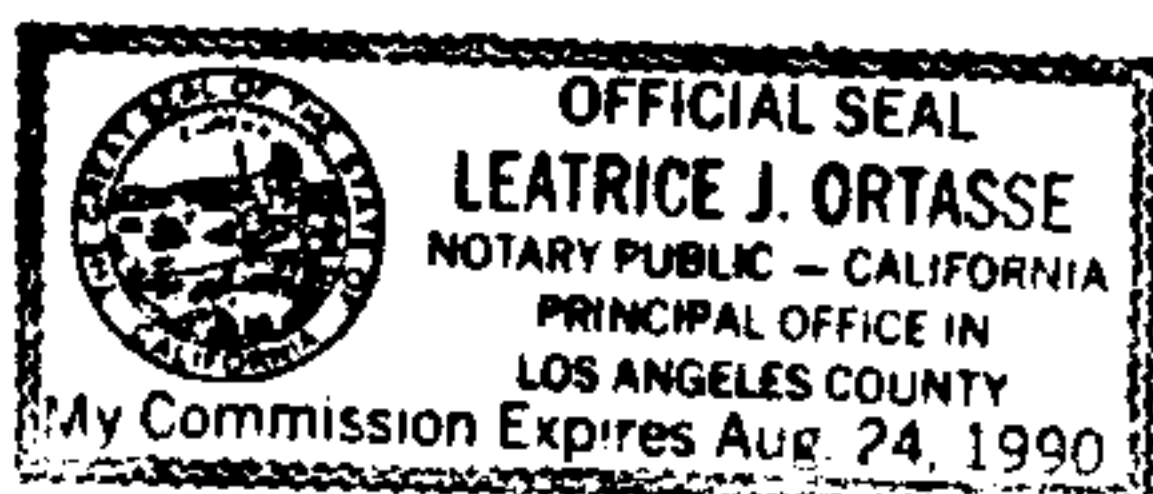
Before me, the undersigned authority in and for said County and State, personally appeared Wilhelm A. Mallory, who being by me first duly sworn, doth depose and say that he is the Senior Executive Vice President of Wickes Companies, Inc., and that the foregoing statements contained in this document are true, full and correct.

Wickes Companies, Inc.

By:

Wilhelm A. Mallory  
Wilhelm A. Mallory  
Senior Executive  
Vice President

Subscribed and sworn to before me on this 11<sup>th</sup> day of January, 1988.



Leatrice J. Ortasse  
Notary Public

Commission expires: Aug 24, 1990

The foregoing Articles of Merger were prepared by:

Pamela K. Nakamura  
c/o Wickes Companies, Inc.  
3340 Ocean Park Boulevard  
Santa Monica, California 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 1-13-1988

DATE 12-6-2000

Secretary of State



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