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WHEREAS, SOUTHERN SASH & DOOR COMPANY, CAPITOL PRODUCTS OF GEORGIA, INC., PINE VALLEY CORPORATION, and AUGUSTA LUMBER COMPANY desire to merge into and with ADDISON-RUDESAL, INC., and ADDISON-RUDESAL, INC. desires to merge SOUTHERN SASH & DOOR COMPANY, CAPITOL PRODUCTS OF GEORGIA, INC., PINE VALLEY CORPORATION, and AUGUSTA LUMBER COMPANY into and with itself in accordance with the applicable provisions of the South Carolina Corporation Act and the Georgia Business Corporation Code;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, representations, covenants, conditions, and provisions contained herein, the parties hereto do hereby consent to, adopt and approve the following Agreement and Plan of Merger ["Agreement"] in accordance with the applicable provisions of the South Carolina Corporation Act and the Georgia Business Corporation Code.

ARTICLE I

THE MERGER

1.1 The corporations, parties to this Agreement, agree to effect the merger herein provided for, subject to the terms and conditions hereinafter set forth.

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