

STATEMENT OF INTEREST EXCHANGE

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SECRETARY OF STATE
STATE OF IDAHO

THE FRANKLIN GROUP, INC.
an Idaho corporation

FRANKLIN BUILDING SUPPLY CO.
an Idaho corporation

HUMBOLDT LUMBER CO.
a Nevada corporation

WHOLESALE DISTRIBUTING CO.
an Idaho corporation

VOLCO, INC.
an Idaho corporation

M.R.B. PROPERTIES, INC.
an Idaho corporation

Pursuant to the provisions of section 30-18-305, Idaho Code, the above corporations hereby submit this Statement of Interest Exchange.

1. The names and types of the acquired entities are:

Franklin Building Supply Co., an Idaho corporation,
Humboldt Lumber Co., a Nevada corporation,
Wholesale Distributing Co., an Idaho corporation,
Volco, Inc., an Idaho corporation, and
M.R.B. Properties, Inc., an Idaho corporation.

2. The name, jurisdiction of organization, and type of the acquiring entity is:

Name: The Franklin Group, Inc.
Jurisdiction of Organization: Idaho
Type of the Acquiring Entity: General Business Corporation

3. The plan of interest exchange was approved by the acquiring entity in accordance with the provisions of Part 3 of the Idaho Entity Transactions Act.

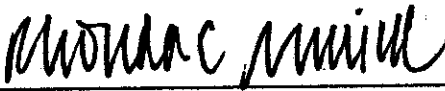
IDAHO SECRETARY OF STATE
04/29/2008 05:00
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Signed on behalf of the following acquired domestic entities:

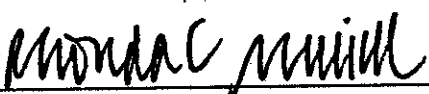
FRANKLIN BUILDING SUPPLY CO.

an Idaho corporation

By: 
Rhonda C. Millick
Its: Secretary

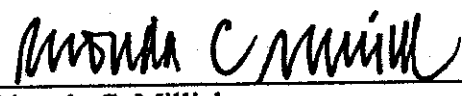
WHOLESALE DISTRIBUTING CO.

an Idaho corporation

By: 
Rhonda C. Millick
Its: Secretary

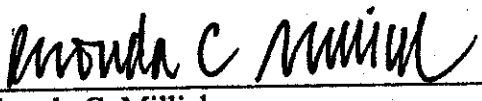
VOLCO, INC.

an Idaho corporation

By: 
Rhonda C. Millick
Its: Secretary

M.R.B. PROPERTIES, INC.

an Idaho corporation

By: 
Rhonda C. Millick
Its: Secretary