

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:

SEE ATTACHED SHEET:

Organized and Existing Under Law of SEE ATTACHED SHEET:
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected with

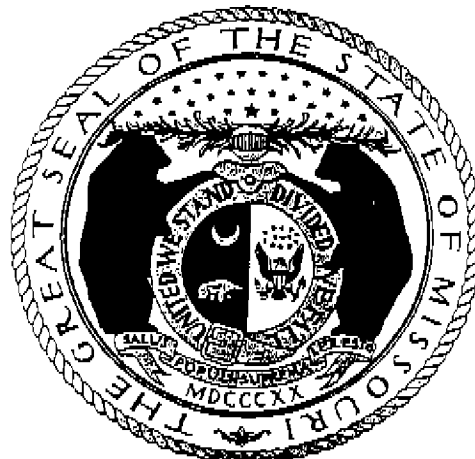
LEGGETT & PLATT, INCORPORATED (#00012304)

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
29th Day of December, 1999.

EFFECTIVE DATE: December 31 1999

Rebecca McDowell Cook
Secretary of State



\$30.00

TRADEMARK

REEL: 003111 FRAME: 0208

SECRETARY OF STATE OF MISSOURI
REBECCA MCDOWELL COOK

Merger
Page 2

GRIBETZ INTERNATIONAL, INC. (#F00382246)
AMERICAN INNERSRING CO. (A California corp not qualified)
AMERICAN WOODWORKS, INC. (A South Carolina corp not qualified)
B&C DIE CAST, INC. (An Arkansas corp not qualified)
CREST-HOOD FOAM COMPANY, INC. (A Delaware corp not qualified)
L&F WESTERN SPRING CO. (A Delaware corp not qualified)
MASTERBLEND, INC. (A Mississippi corp not qualified)
PACE INDUSTRIES DIE CAST PRODUCTS, INC.
(A California corp not qualified)
PACIFIC FAIRMONT CORPORATION (A California corp not qualified)
PHOENIX METAL TECHNOLOGIES, LTD. (A Kentucky corp not qualified)
PORTER INTERNATIONAL, INC. (A Massachusetts corp not qualified)
RODGERS WADE MANUFACTURING COMPANY (A Texas corp not qualified)
STYLELANDER METAL STAMPING, INC. (A Mississippi corp not qual.)
THE MISSISSIPPI SPRING CO., INC. (A Mississippi corp not qual.)

INTO:

LEGGETT & PLATT, INCORPORATED (#00012304)

California, South Carolina, Arkansas, Delaware, Mississippi,
Kentucky, Massachusetts, Texas & Missouri

ARTICLES OF MERGER

(Section 351.447, RSMO)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- (1) That American Innerspring Co. of California;
- (2) That American Woodworks, Inc. of South Carolina;
- (3) That B&C Die Cast, Inc. of Arkansas;
- (4) That Crest-Hood Foam Company, Inc. of Delaware;
- (5) That Gribetz International, Inc. of Delaware;
- (6) That L&P Western Spring Co. of Delaware;
- (7) That Masterblend, Inc. of Mississippi;
- (8) That Pace Industries Die Cast Products, Inc. of California;
- (9) That Pacific Fairmont Corporation of California;
- (10) That Phoenix Metal Technologies, Ltd. of Kentucky;
- (11) That Porter International, Inc. of Massachusetts;
- (12) That Rodgers Wade Manufacturing Company of Texas;
- (13) That Stylelander Metal Stamping, Inc. of Mississippi;
- (14) That The Mississippi Spring Co., Inc. of Mississippi;
- (15) That Leggett & Platt, Incorporated of Missouri

are hereby merged and that the above-named Leggett & Platt, Incorporated, is the surviving corporation.

- (16) That each of said American Innerspring Co, American Woodworks, Inc. , B&C Die Cast, Inc., Crest-Hood Foam Company, Inc., Gribetz International, Inc., L&P Western Spring Co., Masterblend, Inc., Pace Industries Die Cast Products, Inc., Pacific Fairmont Corporation, Phoenix Metal Technologies, Ltd., Porter International, Inc., Rodgers Wade Manufacturing Company, Stylelander Metal Stamping, Inc., and The Mississippi Spring Co., Inc.

by written consent of its Directors, approved the Plan of Merger set forth in these articles.

FILED AND CERTIFICATE
ISSUED

DEC 29 1999

Robert McDowell Cook
SECRETARY OF STATE

(18) That said Leggett & Platt, Incorporated, by the unanimous written consent of the Executive Committee of its Board of Directors, approved the Plan of Merger set forth in these articles on December 21, 1999.

(19) That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

(20) That the resolution of the Executive Committee of the Board of Directors of the parent corporation, Leggett & Platt, Incorporated, approving the Plan of Merger is attached as Exhibit A.

(21) That the parent corporation, Leggett & Platt, Incorporated, is in compliance with the 90-percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90-percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

(22) **PLAN OF MERGER**

1. Leggett & Platt, Incorporated, of Missouri is the survivor.

2. All of the property, rights, privileges, leases and patents of American Innerspring Co, American Woodworks, Inc. , B&C Die Cast, Inc., Crest-Hood Foam Company, Inc., Gribetz International, Inc., L&P Western Spring Co., Masterblend, Inc., Pace Industries Die Cast Products, Inc., Pacific Fairmont Corporation, Phoenix Metal Technologies, Ltd., Porter International, Inc., Rodgers Wade Manufacturing Company, Stylelander Metal Stamping, Inc., and The Mississippi Spring Co., Inc.

are to be transferred to and become the property of Leggett & Platt, Incorporated, the survivor. The officers and board of directors of the above-named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Leggett & Platt, Incorporated, shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is No. 1 Leggett Road, Carthage, MO 64836;

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

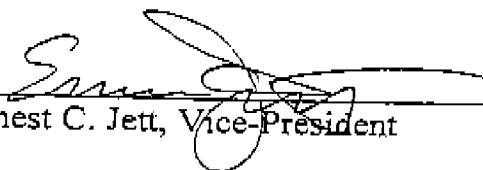
5. The articles of incorporation of the survivor are not amended.

6. All mergers hereunder shall become effective December 31, 1999.


IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

American Innerspring Co

Corporate Seal

By 
Ernest C. Jett, Vice-President

ATTEST:

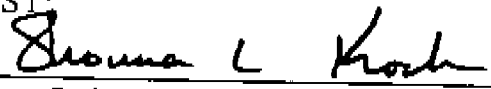
By 
Shonna L. Koch, Assistant Secretary

American Woodworks, Inc.

Corporate Seal

By 
Ernest C. Jett, Vice-President

ATTEST:

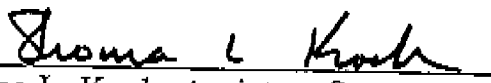
By 
Shonna L. Koch, Assistant Secretary

B&C Die Cast, Inc.

Corporate Seal

By 
Ernest C. Jett, Vice-President


ATTEST:

By 
Shonna L. Koch, Assistant Secretary

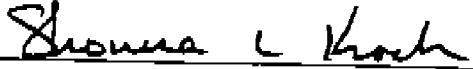
NONE

Corporate Seal

Crest-Hood Foam Company, Inc.

By 
Ernest C. Jett, Vice-President

ATTEST:

By 
Shonna L. Koch, Assistant Secretary

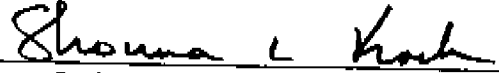
NONE

Corporate Seal

Gribetz International, Inc.

By 
Ernest C. Jett, Vice-President

ATTEST:

By 
Shonna L. Koch, Assistant Secretary


NONE

Corporate Seal

L&P Western Spring Co.

By 
Ernest C. Jett, Vice-President


ATTEST:

By 
Shonna L. Koch, Assistant Secretary


NONE

Corporate Seal

Masterblend, Inc.


By 
Ernest C. Jett, Vice-President

ATTEST:


By 
Shonna L. Koch, Assistant Secretary

Miller Manufacturing & Lumber Sales, Inc.

Corporate Seal

By 
Ernest C. Jett, Vice-President


ATTEST:

By 
Shonna L. Koch, Assistant Secretary


NONE

Pace Industries Die Cast Products, Inc.

Corporate Seal


By 
Ernest C. Jett, Vice-President

ATTEST:


By 
Shonna L. Koch, Assistant Secretary

Pacific Fairmont Corporation

Corporate Seal

By 
Ernest C. Jett, Vice-President

ATTEST:


By 
Shonna L. Koch, Assistant Secretary

Phoenix Metal Technologies, Ltd.

Corporate Seal

By 
Ernest C. Jett, Vice-President

ATTEST:


By 
Shonna L. Koch, Assistant Secretary

Porter International, Inc.

Corporate Seal

By 
Ernest C. Jett, Vice-President

ATTEST:

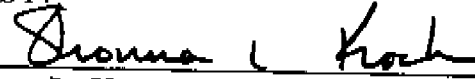
By 
Shonna L. Koch, Assistant Secretary

Rodgers Wade Manufacturing Company

Corporate Seal


By 
Ernest C. Jett, Vice-President

ATTEST:

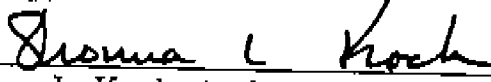
By 
Shonna L. Koch, Assistant Secretary

Stylelander Metal Stamping, Inc.

Corporate Seal

By 
Ernest C. Jett, Vice-President


ATTEST:

By 
Shonna L. Koch, Assistant Secretary

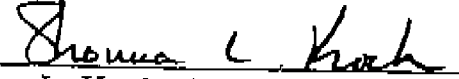
NONE

Corporate Seal

The Mississippi Spring Co., Inc.

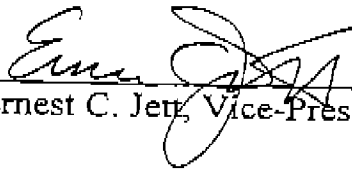
By 
Ernest C. Jett, Vice-President

ATTEST:


By 
Shonna L. Koch, Assistant Secretary

Leggett & Platt, Incorporated

Corporate Seal

By 
Ernest C. Jett, Vice-President

ATTEST:

By 
Shonna L. Koch, Assistant Secretary

State of Missouri)

) ss.

County of Jasper)

On this 27th day of December in the year 1999 before me Tami J. Anderson, Notary Public in and for said state, personally appeared Ernest C. Jett Vice-President of American Innerspring Co, American Woodworks, Inc. , B&C Die Cast, Inc., Crest-Hood Foam Company, Inc., Gribetz International, Inc., L&P Western Spring Co., Masterblend, Inc., Pace Industries Die Cast Products, Inc., Pacific Fairmont Corporation, Phoenix Metal Technologies, Ltd., Porter International, Inc., Rodgers Wade Manufacturing Company, Stylelander Metal Stamping, Inc., and The Mississippi Spring Co., Inc. known to me to be the person who executed the within Articles of Merger in behalf of said corporations and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

Tami J. Anderson
Tami J. Anderson, Notary Public

My commission expires July 25, 2000

State of Missouri)

) ss

Count of Jasper)

On this 27th day of December in the year 1999, before me Tami J. Anderson, Notary Public in and for said state, personally appeared Ernest C Jett, Vice-President, Leggett & Platt, Incorporated known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

Tami J. Anderson
Tami J. Anderson, Notary Public

My commission expires July 25, 2000

EXHIBIT A

RECITALS

The Executive Committee deems it advisable that the Company enters into one or more Agreements and Plan of Merger dated December 21, 1999, (the "Plan of Merger"), by and between the Company and any or all of the following wholly-owned subsidiaries of the Company:

American Innerspring Co., a California corporation
American Woodworks, Inc., a South Carolina corporation
B&C Die Cast, Inc., an Arkansas corporation
Crest-Hood Foam Company, Inc., a Delaware corporation
Dann Dee Display Fixtures, Inc., an Illinois corporation
Gribetz International, Inc., a Delaware corporation
International Storage Systems Corporation, a Florida corporation
L&P Western Spring Co., a Delaware corporation
Masterblend, Inc., a Mississippi corporation
Miller Manufacturing & Lumber Sales, Inc., a Missouri corporation
Pace Industries Die Cast Products, Inc., a California corporation
Pacific Fairmont Corporation, a California corporation
Phoenix Metal Technologies, Ltd., a Kentucky corporation
Porter International, Inc., a Massachusetts corporation
Rodgers Wade Manufacturing Company, a Texas corporation
Stylelander Metal Stamping, Inc., a Mississippi corporation
The Mississippi Spring Co., Inc., a Mississippi corporation

known collectively as "*L&P Subs.*" whereby as to each Plan of Merger completed, the L&P Subs will merge with and into the Company (*the "Merger"*), whereupon said L&P Subs will cease to exist, and the Company will continue to exist as the surviving corporation of the Merger.

RESOLUTIONS

NOW, THEREFORE BE IT RESOLVED, that the execution, delivery and performance by the Company of the Plan of Merger, and all of the agreements, terms and conditions contained therein, are hereby authorized and approved of by the Executive Committee of the Company; and

RESOLVED FURTHER, that any officer of the Company be, and each hereby is, authorized and directed to execute and deliver, for and on behalf of and in the name of the Company, the Plan of Merger and all of the documents and agreements referred to therein; and

RESOLVED FURTHER, that any officer of the Company be, and each hereby is, authorized and directed to sign, execute, certify, verify, acknowledge, deliver, accept, file and record any and all such instruments, agreements, certificates and documents contemplated by the Plan of Merger, and to take, or cause to be taken, in the name of and on behalf of the Company, such action as any such officer, in such officer's sole discretion, shall deem necessary or desirable and in the best interest of the Company in order to effect the purposes of the foregoing resolutions.