144218

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 746945 5017885

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

FILED
2002 SEP 17 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : September 17, 2002

ORDER TIME : 10:25 AM

ORDER NO. : 746945-005

400007803184--2

CUSTOMER NO: 5017885

CUSTOMER: Ms. Corinne P. Mcclure
Mcguirewoods Llp
Suite 3300
50 N. Laura Street
Jacksonville, FL 32202

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ARTICLES OF MERGER

LEESBURG SAND COMPANY, INC.

INTO

FLORIDA ROCK INDUSTRIES, INC.

RECEIVED
02 SEP 17 AM 11:42

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE
09-30-02

______ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS: ______

C. Coulliette SEP 17 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEESBURG SAND COMPANY, INC., a Georgia corporation not qualified

INTO

**FLORIDA ROCK INDUSTRIES, INC.**, a Florida entity, 144218.

File date: September 17, 2002 , effective September 30, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032 Amount charged: 70.00

**ARTICLES OF MERGER**
**Of**
**LEESBURG SAND COMPANY, INC., a GEORGIA CORPORATION**
**WITH AND INTO**
**FLORIDA ROCK INDUSTRIES, INC., a FLORIDA CORPORATION**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FILED
02 SEP 17 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST**: The name and jurisdiction of the surviving corporation is:

| Name | Jurisdiction |
|---|---|
| Florida Rock Industries, Inc. | Florida |

**SECOND**: The name and jurisdiction of each merging corporation is:

| Name | Jurisdiction |
|---|---|
| Leesburg Sand Company, Inc. | Georgia |

**THIRD**: The Plan of Merger is attached.

EFFECTIVE DATE
09-30-02

**FOURTH**: The merger shall become effective as of September 30, 2002.

**FIFTH**: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on September 11, 2002 and shareholder approval was not required.

**SIXTH**: The Plan of Merger was adopted by the Board of Directors of the merging corporation on September 11, 2002 and shareholder approval was not required.

FLORIDA ROCK INDUSTRIES, INC.,
a Florida corporation, Surviving Entity

By: John D. Baker II
John D. Baker II, President

LEESBURG SAND COMPANY, INC., a Georgia corporation

By: TS Baker
Thompson S. Baker II, President

\\COR\99655.1

**PLAN OF MERGER**
**OF**
**LEESBURG SAND COMPANY, INC., a GEORGIA CORPORATION,**
**WITH AND INTO**
**FLORIDA ROCK INDUSTRIES, INC., a FLORIDA CORPORATION**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and section 14-2-1104, Georgia Code.

**FIRST:** The exact name and jurisdiction of the **parent** corporation owning at least 90 percent of the outstanding shares of each class of the subsidiary corporation is:

| Name | Jurisdiction |
|---|---|
| Florida Rock Industries, Inc. | Florida |

**SECOND:** The exact name and jurisdiction of the **subsidiary** corporation is as follows:

| Name | Jurisdiction |
|---|---|
| Leesburg Sand Company, Inc. | Georgia |

**THIRD:**

A. The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, are as follows:

1. The shares of Leesburg Sand Company, Inc., which shall be outstanding immediately prior to the September 30, 2002, shall at September 30, 2002, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated and of no further force or effect, in recognition that Leesburg Sand Company, Inc. is wholly owned by Florida Rock Industries, Inc.

2. The stock transfer books of Leesburg Sand Company, Inc. shall be closed as of the close of business on September 30, 2002, and no transfer of record of any of the shares shall take place thereafter.

B. The rights (if any) to acquire interests, shares, obligations or other securities of Leesburg Sand Company, Inc. as of September 30, 2002, by virtue of the merger and without any action by any party or holder, shall become rights (if any) to acquire interests, shares, obligations or other securities of Florida Rock Industries, Inc.

**FOURTH**: Other provisions, if any, relating to the merger:

A. From time to time, as and when required by Florida Rock Industries, Inc., or by its successors or assigns, there shall be executed and delivered on behalf of Leesburg Sand Company, Inc., such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary to vest, perfect, or confirm of record or otherwise, in Florida Rock Industries, Inc., the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises and authority of Leesburg Sand Company, Inc., and otherwise carry out the purposes of this Agreement, and the officers and directors of Florida Rock Industries, Inc. are fully authorized, in the name and on behalf of Leesburg Sand Company, Inc. or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.

B. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the close of business on September 30, 2002, with respect to any of the terms contained herein. At any time prior to the close of business on September 30, 2002, this Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of either Florida Rock Industries, Inc. or Leesburg Sand Company, Inc., or both, in their sole discretion, and notwithstanding approval of this Plan of Merger by the stockholders of Florida Rock Industries, Inc. or Leesburg Sand Company, Inc.

FLORIDA ROCK INDUSTRIES, INC.,
a Florida corporation, the Parent Corporation
(Survivor)

By: John D. Baker II
John D. Baker II, President

LEESBURG SAND COMPANY, INC.,
a Georgia Corporation, the Subsidiary Corporation

By: J S Baker
Thompson S. Baker II, President

\\COR\99685.1