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**Articles of Amendment
December 30, 1964**

6 pgs.

A 44218 - v

**FLORIDA ROCK PRODUCTS
CORPORATION**

Amendment.

**FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by MRC . . . on Dec., 30., 1964**

**TOM ADAMS
SECRETARY OF STATE**

December 30, 1964

RECEIVED
Dec 30 1 38 PM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ulmer, Muchison, Kent, Ashby and Ball
Attorneys at Law
Florida National Bank Building
Jacksonville 2, Florida

~~Receipt~~

For: Amendment to FLORIDA ROCK PRODUCTS CORPORATION

C. TAX.....	10.80
FILING.....	
R. AGENT FEE.....	6.80
C. COPY.....	19.80
TOTAL.....	16.80
N. BANK.....	
BALANCE DUE.....	
REFUND.....	

Ben Proemel

DEC 31-64 -2
42000 *****6.00
41900 *****10.00

CERTIFICATE OF SECOND AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

FLORIDA ROCK PRODUCTS CORPORATION

RECEIVED
DEC 30 1 36 PM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, THOMPSON S. BAKER, President, and GEORGE I. ROSBOROUGH, JR., Secretary of FLORIDA ROCK PRODUCTS CORPORATION, a Florida corporation, do hereby certify that the following is a true and correct copy of proposed second amendment to the Certificate of Incorporation of said Corporation:

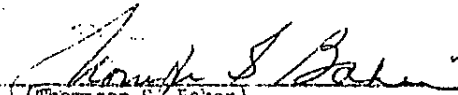
The Certificate of Incorporation of this Corporation is hereby amended by adding to the present Article II as a new paragraph at the end of said Article the following:

"To enter into partnership or to enter into a joint venture with any other person, corporation, partnership, or other legal entity, for any of the foregoing objects and purposes of this Corporation".

And we do further certify that said amendment was duly approved by the Board of Directors of said Corporation at their meeting held December 29, 1964, was proposed by said Board of Directors to a meeting of the Stockholders of said Corporation on the same date immediately following said meeting of the Board of Directors, and that at said meeting of Stockholders the foregoing amendment was duly approved and adopted by all of the stockholders entitled to vote thereon, being the holders of all of the outstanding capital stock of said Corporation.

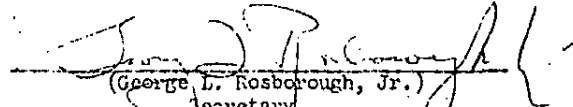
WITNESS our hands and the seal of said Corporation this 29th

day of December, 1964.



(Thompson S. Baker)
President

(Corporate Seal)

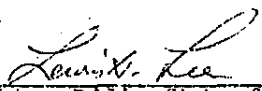


(George L. Rosborough, Jr.)
Secretary

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

This day personally appeared before me, a Notary Public, THOMPSON S. BAKER, President of Florida Rock Products Corporation, and acknowledged that he executed the foregoing Certificate of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Jacksonville in the County aforesaid this 29th day of December, 1964.

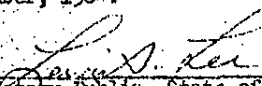


Notary Public, State of Florida at Large
My commission expires: December 20, 1967

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)


This day personally appeared before me, a Notary Public, GEORGE L. ROSBOROUGH, JR., Secretary of Florida Rock Products Corporation, and acknowledged that he executed the foregoing Certificate of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Jacksonville in the County aforesaid this 29th day of December, 1964.



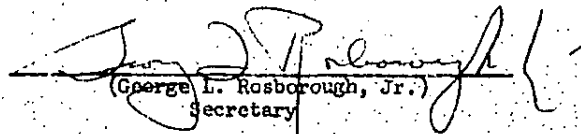
Notary Public, State of Florida at Large
My Commission expires: December 26, 1967

day of December, 1964.



(Thompson S. Baker)
President

(Corporate Seal)

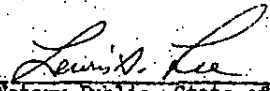


(George L. Rosborough, Jr.)
Secretary

STATE OF FLORIDA }
 } ss
COUNTY OF DUVAL }

This day personally appeared before me, a Notary Public,
THOMPSON S. BAKER, President of Florida Rock Products Corporation, and
acknowledged that he executed the foregoing Certificate of Amendment
as such officer for and on behalf of said corporation after having been
duly authorized to do so.

WITNESS my hand and official seal at Jacksonville in the
County aforesaid this 29th day of December, 1964.

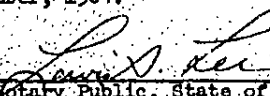


Notary Public, State of Florida at Large
My commission expires: December 26, 1967

STATE OF FLORIDA }
 } ss
COUNTY OF DUVAL }

This day personally appeared before me, a Notary Public, GEORGE
L. ROSBOROUGH, JR., Secretary of Florida Rock Products Corporation, and
acknowledged that he executed the foregoing Certificate of Amendment as
such officer for and on behalf of said corporation after having been duly
authorized to do so.

WITNESS my hand and official seal at Jacksonville in the County
aforesaid this 29th day of December, 1964.



Notary Public, State of Florida at Large
My Commission expires: December 26, 1967