



L00000015839

ACCOUNT NO. : 072100000032

REFERENCE : 415635 4301893

AUTHORIZATION

Patricia Pizutto

COST LIMIT : \$ ~~150.00~~

TS 90.00

PER JEANINE

ORDER DATE : August 10, 2001

ORDER TIME : 10:30 AM

ORDER NO. : 415635-005

CUSTOMER NO: 4301893

800004530018-5

CUSTOMER: Barbara Sheridan, Legal Asst
Thelen Reid & Priest Llp
40 West 57th Street
30th Floor
New York, NY 10019

ARTICLES OF MERGER

MASSEY HOLDINGS, INC.

INTO

STANDARD CONCRETE LLC

DIVISION OF CORPORATION

01 AUG 13 AM 11:32

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 13 PM 12:41

APPROVED
AND
FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JB
8-14-01

02950/02706/02711/00671



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 13, 2001

CSC
JEANINE REYNOLDS

SUBJECT: STANDARD CONCRETE LLC
Ref. Number: L00000015839

We have received your document for STANDARD CONCRETE LLC and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain any statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity is a party to the merger is formed, organized, or incorporated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00046327

01 AUG 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

MASSEY HOLDINGS, INC., A NON-QUALIFIED CALIFORNIA ENTITY

INTO

STANDARD CONCRETE LLC, a Florida entity, L00000015839

File date: August 13, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

APPROVED
AND
FILED
01 AUG 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger of
Massey Holdings, Inc.

with and into

Standard Concrete LLC
L0000005839

Massey Holdings, Inc., a California corporation, and its sole shareholder Standard Concrete LLC, a Florida limited liability company, hereby execute these Articles of Merger for the purpose of merging Massey Holdings, Inc. with and into Standard Concrete LLC.

1. The Plan of Merger is attached hereto as Annex A.

2. The Plan of Merger was approved and adopted by Massey Holdings, Inc. as of July 12, 2001, by unanimous action of its Board of Directors and by its sole shareholder who voted all of the issued and outstanding shares of capital stock of Massey Holdings, Inc. in favor thereof, and in accordance with the applicable laws of California, the jurisdiction under which such corporation was incorporated.

3. The Plan of Merger was approved by Standard Concrete LLC as of July 12, 2001, by action of its sole member and in accordance with chapter 608, the Florida Limited Liability Company Act, and in accordance with the limited liability company operating agreement of Standard Concrete LLC.

4. Massey Holdings, Inc. and Standard Concrete LLC are the only parties to the merger.

5. Standard Concrete LLC is managed by its sole member, Tarmac Florida, Inc., a Florida corporation.

6. The effective date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of July 12, 2001.

MASSEY HOLDINGS, INC.

By Russell A. Fink

Name Russell A. Fink
Title VP, General Counsel and Secretary

STANDARD CONCRETE LLC
Tarmac Florida, Inc., Sole Member

By

By Harvey B. Johnson
Name Harvey B. Johnson
Title President

01 AUG 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN OF MERGER

**MASSEY HOLDINGS, INC. (a California corporation) with and into
STANDARD CONCRETE LLC (a Florida limited liability company)**

1. The names of the parties to the merger are Massey Holdings, Inc., a California corporation, and its sole stockholder Standard Concrete LLC, a Florida limited liability company.
2. Standard Concrete LLC, the parent company, shall be the surviving company of the merger. Massey Holdings, Inc. shall be merged with and into Standard Concrete LLC, and upon the effectiveness of such merger, all the shares of capital stock of Massey Holdings, Inc. (all of which are owned by Standard Concrete LLC) shall be cancelled.
3. The surviving company, Standard Concrete LLC, is managed, and immediately upon the effectiveness of the merger will be managed, by its sole member, Tarmac Florida, Inc., a Florida corporation. The mailing address of Tarmac Florida, Inc. is 1151 Azalea Garden Road, Norfolk, Virginia 23502.
4. The effective date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.

APPROVED
AND
FILED
01 AUG 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA