



MD10000001507

ACCOUNT NO. : 072100000032

REFERENCE : 212092 4301893

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquito
125.00
pr Deborah

ORDER DATE : July 6, 2001

ORDER TIME : 9:48 AM

ORDER NO. : 212092-005

300004464093

CUSTOMER NO: 4301893

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

FOREIGN FILINGS

NAME: TITAN FLORIDA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: *JD*
7/9/01

APPROVED
AND
FILED
01 JUL -9 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 JUL -9 AM 10:42
RECEIVED
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. TITAN FLORIDA LLC
(Name of foreign limited liability company)
2. Delaware 3. 51-0405873
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 23, 2000 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1151 Azalea Garden Road, Norfolk, VA 23502
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

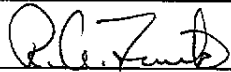
Tarmac America, Inc., 1151 Azalea Garden Road, Norfolk, VA 23502

01 JUL -9 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Cement, construction
aggregates and concrete products distribution



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Russell A. Fink, Vice President of Tarmac America, Inc.

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TITAN FLORIDA LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

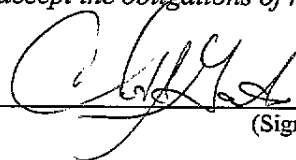
1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

01 JUL -9 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TITAN FLORIDA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TITAN FLORIDA LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2000.

APPROVED
AND
FILED
01 JUL -9 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3305742 8300

AUTHENTICATION: 1229787

010326144

DATE: 07-06-01