

P25884

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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~~12/23/10~~

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

RE-SUBMIT

Please retain original filing date of submission 12/23/10

Att: Annette

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE

Certificate of Status	0
Certified Copy	0
Page Count	25/14
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10 DEC 23 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2010 DEC 21 PM 3:18

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12/23/10

12/21/2010



December 22, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

APAC-SOUTHEAST, INC.
900 ASHWOOD PARKWAY, SUITE 700
ATLANTA, GA 30338US

SUBJECT: APAC-SOUTHEAST, INC.
REF: P25884

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document number for Conrad Yelvington Distributors is incorrect. Please see the second paragraph on the first page. The document number should be 240613. Please remove the extra 3.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H10000273855
Letter Number: 910A00029582

RECEIVED

10 DEC 23 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: APAC-Southeast, Inc., a Georgia Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kyle C. Jackson

Contact Person

Oldcastle Law Group

Firm/Company

2401 SE Tones Drive, Suite 13

Address

Ankeny, IA 50021

City/State and Zip Code

kyle.jackson@oldcastlelaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kyle C. Jackson

Name of Contact Person

At (515)

745-0345

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
12-23-10

FILED

2010 DEC 21 PM 3:18

ARTICLES OF MERGER
(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
APAC-Southeast, Inc	Georgia	Unknown

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Conrad Yelvington Distributors, Inc.	Florida	240613

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 10 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)
@ 11:52 p.m.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/17/2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/17/2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

ARTICLES OF MERGER
of
Conrad Yelvington Distributors, Inc., a Florida Corporation,
into
APAC-Southeast, Inc., a Georgia Corporation.

The undersigned corporations, pursuant to the provisions of GA. Code Ann. §14-2-1101, as amended, hereby authorize, adopt, and execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge, and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Names of Corporations:</u>	<u>States of Incorporation:</u>
Conrad Yelvington Distributors, Inc.	Florida
APAC-Southeast, Inc.	Georgia

ARTICLE TWO

The laws of the State of Florida, the state under which Conrad Yelvington Distributors, Inc. is organized, permit such merger pursuant to Section 607.1107 of the Florida Business Corporation Act.

ARTICLE THREE

The name of the surviving corporation shall be APAC-Southeast, Inc., and the laws of the State of Georgia shall govern it.

ARTICLE FOUR

A Plan of Merger, dated December 17, 2010, a copy of which is attached hereto and made a part hereof, has been unanimously approved (i) by the shareholders and by the directors of the undersigned Florida corporation in the manner prescribed by the Florida Business Corporation Act, and (ii) by the shareholders and by the directors of the undersigned Georgia corporation in the manner prescribed by the Georgia Business Corporation Code.

ARTICLE FIVE

All applicable provisions of the laws of the State of Florida and the State of Delaware applicable to the proposed merger have been complied with.

ARTICLE SIX

The merger shall become effective as of 11:58 p.m. on December 31, 2010.

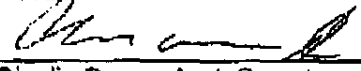
ARTICLE SEVEN

The surviving corporation, APAC-Southeast, Inc., agrees that it may be duly served with process in Florida on or after the above effective date in any appropriate proceeding for

enforcement of any obligation of Conrad Yelvington Distributors, Inc., and hereby appoints the Secretary of State of Florida as their agent to accept service of process in any such proceeding. The address for mailing a copy of such process is:

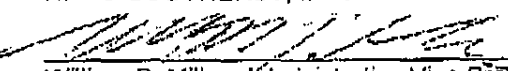
APAC-Southeast, Inc.
c/o Corporation Process Company
2180 Satellite Blvd., Suite 400
Duluth, GA 30097

ATTEST:




Charlie Brown, Asst. Secretary

APAC-SOUTHEAST, INC.



William B. Miller, Administrative Vice President

ATTEST:



Charlie Brown, Asst. Secretary

CONRAD YELVINGTON DISTRIBUTORS, INC.

Gary Yelvington, President

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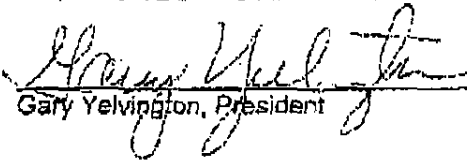
Charlie Brown, Asst. Secretary

William B. Miller, Administrative Vice President

ATTEST:

CONRAD YELVINGTON DISTRIBUTORS, INC.

Charlie Brown, Asst. Secretary



Gary Yelvington, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 17, 2010, by and between Preferred Materials, Inc., a Delaware corporation ("Preferred"), Conrad Yelvington Distributors, Inc., a Florida corporation ("CYDI") (Preferred and CYDI hereinafter collectively the "Company"), and APAC-Southeast, Inc., a Georgia corporation (the "Corporation" or, after the Effective Time (as defined in Article V hereof), the "Surviving Corporation").

WHEREAS, the boards of directors of the Company and the Corporation have duly authorized the merger of the Company with and into the Corporation (the "Merger");

WHEREAS, it is intended that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, all other conditions precedent to the Merger have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the applicable statutes of the State of Georgia, the Company shall be, and hereby is, at the Effective Time, merged with and into the Corporation, with the Corporation to be the Surviving Corporation. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I **MERGER**

At the Effective Time, the Company shall be merged with and into the Corporation, the separate existence of the Company shall cease, the Corporation shall continue in existence and the Merger shall in all respects have the effects provided for by Georgia law.

Prior to the Effective Time, the Company and the Corporation shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, the Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper shareholders, officers or other agents of the Company shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

As otherwise set forth under applicable law, and for purposes of clarification, CYDI currently owns all of the outstanding shares of common stock of Quality Assurance Testing Laboratories, LLC. ("Quality Testing") and Yelvington Railcar Services, L.L.C. ("Yelvington Railcar"). At the Effective Time, any interest that CYDI has in Quality Testing or Yelvington Railcar shall pass to the Corporation, who after the Effective Time shall be the sole shareholder or member (as the case may be) of those entities.

ARTICLE II **TERMS OF TRANSACTION**

At the Effective Time, (i) all of the issued and outstanding capital stock of the CYDI and Preferred, \$1.00 par value per share and \$0.01 par value per share respectively, held by its sole shareholder Oldcastle Materials, Inc. and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled; and (ii) each share of common stock of the Corporation, no par value per share, outstanding immediately prior to the Effective Time shall remain outstanding and APAC Holdings, Inc., as the sole shareholder of the Corporation immediately prior to the Effective Time, shall continue as the sole shareholder of the Surviving Corporation.

ARTICLE III
CERTIFICATE OF INCORPORATION AND BYLAWS

From and after the Effective Time, and until thereafter amended as provided by law, the Certificate of Incorporation and By-laws of the Corporation as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and By-laws of the Surviving Corporation.

ARTICLE IV
DIRECTORS AND OFFICERS

From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the directors of the Surviving Corporation shall be the same as the directors of the Corporation immediately prior to the Effective Time.

From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the officers of the Surviving Corporation shall be the same as the officers of the Corporation immediately prior to the Effective Time.

ARTICLE V
EFFECTIVE TIME

The Merger shall become effective on December 31, 2010 at 11:58 p.m. (the "Effective Time").

ARTICLE VI
TERMINATION

At any time prior to the Effective Time, either the manager of the Company or the board of directors of the Corporation may terminate and abandon this Agreement.

ARTICLE VII
AMENDMENTS

At any time prior to the Effective Time, the manager of the Company and the board of directors of the Corporation may amend, modify or supplement this Agreement in such manner as they jointly may determine to the fullest extent permitted by applicable law.

ARTICLE VIII
GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Georgia without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Georgia.

ARTICLE IX
SERVICE OF PROCESS

The Surviving Corporation agrees that on and after the Effective Time, it may be duly served with process in Delaware or Florida in any appropriate proceeding for enforcement of any obligation of Preferred and CYDI or the Surviving Corporation in Delaware or Florida; and hereby irrevocably appoints the Secretary of State of Delaware and/or the Secretary of State of Florida as its agent to accept service of process in any such proceedings. The address for mailing a copy of such process is:

APAC-Southeast, Inc.
c/o Corporation Process Company
2180 Satellite Blvd., Suite 400
Duluth, GA 30338

ARTICLE X
MISCELLANEOUS

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

ATTEST:

PREFERRED MATERIALS, INC.

Kenneth C. Laing, Asst. Secretary

Robert F. Duke, President

ATTEST:

CONRAD YELVINGTON DISTRIBUTORS, INC.

Charlie Brown, Asst. Secretary

Gary Yelvington, President

ATTEST:

APAC-SOUTHEAST, INC.

David M. Toolan, Asst. Secretary

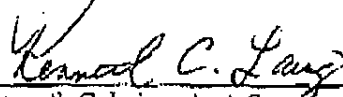
William B. Miller, Administrative Vice President

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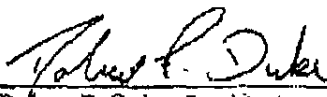
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