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SPOTTISWOOD, SPOTTISWOOD AND SPOTTISWOOD

ATTORNEYS AND COUNSELLORS AT LAW

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KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTISWOOD, JR.
WILLIAM B. SPOTTISWOOD

March 7, 1996

OF COUNSEL:

JOHN M. SPOTTISWOOD (1920-1978)

TELEPHONE
305 - 894 - 5555
TELECOPIER
305 - 894 - 1992

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

600001737366
-03/08/96--01083--001
****122.50 ****122.50

Re: Monroe Concrete Products, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

JOHN M. SPOTTISWOOD, JR.

/rrg

Enclosures

Federal Express

FILED
96 MAR - 8 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/15
3/10/96

FILED

96 MAR -8 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- FIRST: The name of this corporation is: Monroe Concrete Products, Inc.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: William B. Spottswood, 500 Fleming Street, Key West, FL 33040.
- FIFTH: The names and addresses of the initial directors are: Daniel P. Toppino; Edward Toppino, Jr.; Paul E. Toppino, Richard J. Toppino and Roy G. Toppino, whose address is P.O. Drawer 1149, Mile Marker 9, U.S. Highway 1, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The name and address of the incorporators of this corporation are: Edward Toppino, Sr., Frank P. Toppino and George B. Toppino, Sr., and their address is P.O. Box, 1149, Mile Marker 9, U.S. Highway #1, Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is Mile Marker 9, U.S. #1, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has

executed these Articles of Incorporation this 24th day of March, 1996.

Incorporators:

Edward Toppino, Sr.
EDWARD TOPPINO, SR.

Frank P. Toppino
FRANK P. TOPPINO

George B. Toppino, Sr.
GEORGE B. TOPPINO, SR.

STATE OF FLORIDA

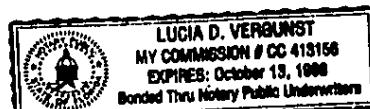
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 5th day of March, 1996, by Edward Toppino, Sr.; Frank P. Toppino and George B. Toppino, Sr., who are personally known to me.

Lucia D. Vergunst
NOTARY PUBLIC

LUCIA D. VERGUNST
Printed Name of Notary Public

My Commission expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.

William J. Pottswood
WILLIAM J. POTTSWOOD

FILED
96 MAR -8 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA