

162030
Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092
City State Zip Phone

CORPORATION(S) NAME

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FILED
97 MAR 31 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

Linder Materials Corp.

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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162030

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HYDRO CONDUIT OF FLORIDA, INC., a Georgia corporation F94000003003

INTO

RINKER MATERIALS CORPORATION, a Florida corporation, 162030.

File date: March 31, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
HYDRO CONDUIT OF FLORIDA, INC.
WITH AND INTO
RINKER MATERIALS CORPORATION

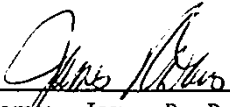
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations do hereby certify with respect to the merger of Hydro Conduit of Florida, Inc., a Georgia corporation (the "Merging Corporation"), with and into Rinker Materials Corporation, a Florida corporation (the "Surviving Corporation"), that:

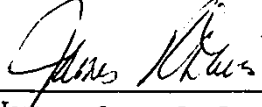
1. A copy of the executed Plan and Agreement of Merger between the Merging Corporation and the Surviving Corporation, dated as of March 31, 1997, is attached to and incorporated into these Articles of Merger as Exhibit A (the "Plan of Merger").
2. The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on March 31, 1997.
3. No approval of the sole shareholder of the Surviving Corporation was required.
4. These Articles of Merger shall be effective at 11:59 p.m. on March 31, 1997.

DULY EXECUTED and delivered by a duly authorized officer of each of the Surviving Corporation and the Merging Corporation, respectively, on March 31, 1997.

Hydro Conduit of Florida

By: 
Name: James R. Davis
Title: Vice President

Rinker Materials Corporation

By: 
Name: James R. Davis
Title: Vice President

* * * * *

**PLAN AND AGREEMENT OF MERGER
BY WHICH
HYDRO CONDUIT OF FLORIDA, INC.
MERGES WITH AND INTO
RINKER MATERIALS CORPORATION**

THIS IS A PLAN AND AGREEMENT OF MERGER ("this Plan of Merger") by and between Hydro Conduit of Florida, Inc., Georgia corporation ("Hydro"), and Rinker Materials Corporation, a Florida corporation ("Rinker") and by which Hydro and Rinker, in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows with respect to the merger of Hydro with and into Rinker (the "Merger"):

1. Background; Corporate Approvals. The Board of Directors of each of Hydro and Rinker determined that it is in the best interests of such corporation and its respective stockholder that Hydro merges with and into Rinker. The sole stockholder of Hydro has also approved the Merger and this Plan of Merger. No approval of the sole stockholder of Rinker was required in accordance with F.S.A. §607.1103(7). It is the intention of Hydro and Rinker that the Merger be treated as a tax-free merger pursuant to section 368(a)(1)(A) and related sections of the Internal Revenue Code of 1986, as amended.

2. The Merger and the Surviving Corporation. At the Merger Effective Time (as hereinafter defined), Hydro shall be merged with and into Rinker, which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Florida under the name of "Rinker Materials Corporation," and the Merger shall otherwise have the effect provided under the laws of the States of Florida and Georgia.

3. Certificate and Articles of Merger. In accordance with the terms of this Plan of Merger and the applicable law of the States of Florida and Georgia, Rinker shall execute and file articles of merger for the Merger with the Secretary of State of the State of Florida and shall execute and file a certificate of merger for the Merger with the Secretary of State of the state of Georgia.

4. Merger Effective Time. The Merger shall be effective at 11:59 p.m. on March 31, 1997.

5. Manner and Basis of Converting Stock. The manner and basis of converting stock is as follows:

(a) Hydro Shares. At the Effective Time of the Merger, each of the shares of the \$0.01 par value common stock of the Hydro (a "Hydro Share") that are issued and outstanding immediately prior to the Effective Time of the Merger, including any shares which are then held in Hydro's treasury shall, by virtue of the Merger and without any

Hydro Conduit of Florida/Rinker Materials
Plan and Agreement of Merger — Page 2 of 2

further action on the part of any Hydro shareholder, be extinguished and canceled, and no Rinker shares shall be issued in respect of such Hydro shares.

(b) Rinker Stock. Each share of Rinker stock outstanding immediately prior to the Merger Effective Time shall remain an identical outstanding share of Rinker stock at and after the Merger Effective Time; and no stock or other securities of, or obligations convertible into stock or other securities of, Rinker are to be issued or delivered under or pursuant to the Merger with respect to such Rinker stock.

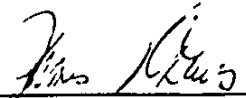
6. Certificate of Incorporation. The articles of incorporation of Rinker, as in effect immediately prior to the Merger Effective Time, shall continue to be Rinker's articles of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

7. Bylaws. The bylaws of Rinker, as in effect immediately prior to the Merger Effective Time, shall continue to be Rinker's bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

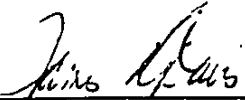
8. Directors and Officers. The persons who are the directors and officers of Rinker immediately prior to the Merger Effective Time shall continue to be Rinker's directors and officers at and after the Merger Effective Time until changed in accordance with Rinker's bylaws and applicable law.

DULY EXECUTED and delivered, under seal, by each of Hydro and Rinker, through actions of their duly authorized officers, as of March 31, 1997.

HYDRO CONDUIT OF FLORIDA, INC.

By: 
Name: James R. Davis
Title: Vice President

RINKER MATERIALS CORPORATION

By: 
Name: James R. Davis
Title: Vice President

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