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February 19, 2002

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VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger of Mid-Coast Concrete Co. with and  
into Rinker Materials of Florida, Inc

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Merger of Mid-Coast Concrete Co. with and into Rinker Materials of Florida, Inc. together with our check in the amount of \$70.00 representing your filing fee for same. Please file the merger documents and return the copy (date stamped) to my attention.

If you have any questions please feel free to contact the undersigned at 404/853-8424.

Sincerely,

*Rebecca G. Davis*

Rebecca G. Davis  
Corporate Paralegal

/rgd  
Enclosure

FILED  
02 FEB 21 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING:

MID-COAST CONCRETE CO., a Florida corporation L13028

INTO

**RINKER MATERIALS OF FLORIDA, INC.**, a Florida entity, 162030.

File date: February 21, 2002 , effective February 28, 2002

Corporate Specialist: Annette Ramsey

2/28/02

FILED  
02 FEB 21 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
MID-COAST CONCRETE CO.  
WITH AND INTO  
RINKER MATERIALS OF FLORIDA, INC.

The undersigned corporations do hereby certify with respect to the merger of Mid-Coast Concrete Co., a Florida corporation (the "Merging Corporation"), with and into Rinker Materials of Florida, Inc., a Florida corporation (the "Surviving Corporation"), that:

1. A copy of the executed Plan and Agreement of Merger among the Merging Corporation and the Surviving Corporation 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 February 08, 2002 and by the sole shareholder of the Surviving Corporation on February 08, 2002.
3. These Articles of Merger shall be effective at 11:59 p.m. on February 28, 2002.

DULY EXECUTED and delivered by a duly authorized officer of each of the Surviving Corporation and the Merging Corporation as of February 08, 2002.

Mid-Coast Concrete Co.

Rinker Materials of Florida, Inc.

By: Robert J. Capasso  
Robert J. Capasso  
Vice President

By: Robert J. Capasso  
Robert J. Capasso  
Vice President

\* \* \* \* \*

# EXHIBIT A

## PLAN AND AGREEMENT OF MERGER BY WHICH MID-COAST CONCRETE CO. MERGES WITH AND INTO RINKER MATERIALS OF FLORIDA, INC.

THIS IS A PLAN AND AGREEMENT OF MERGER (this "Plan and Agreement of Merger") by and between Mid-Coast Concrete Co., a Florida corporation ("Mid-Coast"), and Rinker Materials of Florida, Inc., a Florida corporation ("RM of Florida"), and by which Mid-Coast and RM of Florida, 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:

1. Background; Corporate Approvals. This Plan and Agreement of Merger sets forth the terms and conditions of the merger (the "Merger") of Mid-Coast with and into RM of Florida. RM of Florida owns 100% of the issued and outstanding shares of Mid-Coast. This Plan and Agreement of Merger is adopted pursuant to Florida Business Corporation Act §§ 607.1101 and 607.1103. It is the intention of RM of Florida and Mid-Coast that the Merger be treated as a complete liquidation of Mid-Coast in compliance with section 332 of the Internal Revenue Code of 1986, as amended.

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

3. Articles of Merger. Pursuant to Florida Business Corporation Act §601.1105, each of Mid-Coast and RM of Florida will execute and file articles of merger with the Secretary of State of Florida.

4. Effective Time of the Merger. The Merger will be effective at 11:59 o'clock p.m., E.S.T., February 28, 2002 (the "Effective Time of the Merger").

5. Manner and Basis of Converting Shares. The manner and basis of converting, cancelling or extinguishing shares of stock of Mid-Coast and RM of Florida will be as follows:

(a) Stock of Mid-Coast. At the Effective Time of the Merger, each share of stock of Mid-Coast issued and outstanding immediately prior to the Effective Time of the Merger, including any shares that are then held in Mid-Coast's treasury, will, by virtue of the Merger and without any further action on the part of any Mid-Coast shareholder, be extinguished and canceled.

(c) Stock of RM of Florida. Each share of stock of RM of Florida outstanding immediately prior to the Merger Effective Time will remain an identical outstanding RM of Florida share after the Effective Time; and no shares or other securities of, or obligations

Plan and Agreement of Merger of  
Mid-Coast into RM of Florida—p. 2 of 2

convertible into shares or other securities of, RM of Florida are to be issued or delivered under or pursuant to the Merger with respect to such shares of stock of RM of Florida.

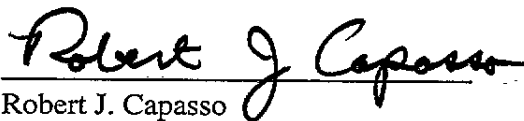
6. Articles of Incorporation. Until altered, amended, or repealed in accordance with the Florida Business Corporation Act, the existing Articles of Incorporation of RM of Florida will continue to be RM of Florida's Articles of Incorporation at and after the Effective Time.

7. Bylaws. The Bylaws of RM of Florida as in effect at the Effective Time of the Merger will continue to be RM of Florida's Bylaws until altered, amended or repealed as provided therein.

8. Directors and Officers. At the Effective Time of the Merger, the persons who are the directors and officers of RM of Florida immediately prior to the Merger becoming effective will continue to be RM of Florida's directors and officers.

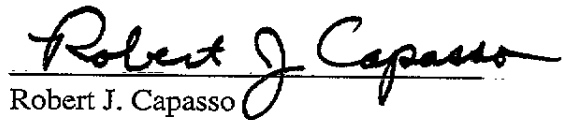
DULY EXECUTED by an authorized officer of each of the parties hereto as of February 08, 2002.

Mid-Coast Concrete Co.

  
Robert J. Capasso

Vice President

Rinker Materials of Florida, Inc.

  
Robert J. Capasso

Vice President

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