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(Requestor's Name)

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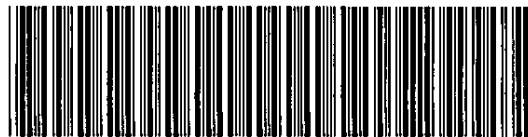
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 JUN 28 PM 4:31

RECEIVED

EFFECTIVE DATE

6/29/07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN 28 PM 4:20

FILED

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

EFFECTIVE DATE

6/29/07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mariani Asphalt Tampa, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

EFFECTIVE DATE 7/29/07

CERTIFICATE OF MERGER
MARIANI ASPHALT TAMPA, LLC
(a Florida limited liability company)

WITH AND INTO

ASSOCIATED ASPHALT TAMPA, LLC
(a Virginia limited liability company)

Pursuant to the provisions of Section 608.438 of the Florida Statutes, this Certificate of Merger provides as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Surviving Entity

The names and jurisdictions of organization of the parties to the merger (the "Merger") are as follows:

Name:
Mariani Asphalt Tampa, LLC
Associated Asphalt Tampa, LLC

L07000063795
M070000063635

Jurisdiction of Organization:
Florida
Virginia

Mariani Asphalt Tampa, LLC ("Merging Entity") will merge with and into Associated Asphalt Tampa, LLC. Associated Asphalt Tampa, LLC shall be the surviving entity ("Surviving Entity") of the Merger.

ARTICLE II
Plan of Merger

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE III
Approval of the Plan of Merger

The Sole Member of Mariani Asphalt Tampa, LLC approved and adopted the Plan of Merger on July 19, 2007 in accordance with Florida law.

In accordance with Virginia law, the Sole Member of Associated Asphalt Tampa, LLC approved and adopted the Plan of Merger on June 15, 2007.

ARTICLE IV
Effective Date of Merger

This Certificate of Merger and the Merger shall become effective at 1:00pm Eastern Time on Friday June 29, 2007.

ARTICLE V
Address Of Surviving Entity

The address of the principal office of the Surviving Entity is as follows: 2677 Roanoke Ave, S.W., Roanoke, Virginia 24015.

ARTICLE VI
Authorization to Transact Business

The Surviving Entity is authorized to transact business in Florida, effective as of June 14, 2007.

Dated this 28th day of June, 2007,

MERGING ENTITY

MARIANI ASPHALT TAMPA, LLC,
A Florida limited liability company

By: Associated Asphalt Tampa, LLC,
Its Sole Member

By: 

Name: Steven M. Scro

Title: Vice President and CFO of Associated
Asphalt Tampa, LLC

SURVIVING ENTITY

ASSOCIATED ASPHALT TAMPA, LLC,
A Virginia limited liability company

By: 

Name: Steven M. Scro

Title: Vice President and CFO of Associated
Asphalt Tampa, LLC


MARIANI ASPHALT TAMPA, LLC

WAIVER OF NOTICE

Pursuant to Section 608.455 of the Florida Statutes, the undersigned, being the sole member of Mariani Asphalt Tampa, LLC, a Florida limited liability company (the "Company"), hereby waives notice of the proposed merger of the Company with and into Associated Asphalt Tampa, LLC, a Virginia limited liability company.

ASSOCIATED ASPHALT TAMPA, LLC

By


Steven M. Scro, Vice President

Being the sole member of Mariani Asphalt Tampa, LLC

**PLAN OF MERGER
OF
MARIANI ASPHALT TAMPA, LLC,
A Florida Limited Liability Company
WITH AND INTO
ASSOCIATED ASPHALT TAMPA, LLC,
A Virginia Limited Liability Company**

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of the 28th day of June, 2007 by and between Mariani Asphalt Tampa, LLC, a Florida limited liability company (the "Merging Entity"), and Associated Asphalt Tampa, LLC, a Virginia limited liability company (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merging Entity is a limited liability duly organized and existing under the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability duly organized and existing under the laws of the Commonwealth of Virginia;

WHEREAS, the laws of the State of Florida and the Commonwealth of Virginia permit a merger of a Florida limited liability company with and into a Virginia limited liability company;

WHEREAS, the Merging Entity is a wholly-owned subsidiary of the Surviving Entity;

WHEREAS, the sole Member of the Merging Entity deems it advisable and in the best interest of the Merging Entity that the Merging Entity merge with and into the Surviving Entity pursuant to the laws of Florida and Virginia;

WHEREAS, the sole Member of the Surviving Entity deems it advisable and in the best interest of the Surviving Entity, that the Merging Entity merge with and into the Surviving Entity pursuant to the laws of Florida and Virginia.

NOW THEREFORE, Merging Entity and Surviving Entity hereby agree, pursuant to Chapter 12, Article 13 of Title 13.1 of the Virginia Limited Liability Company Act of the Code of Virginia of 1950, as amended, and Section 608.438 of the Florida Statutes, to adopt the following Plan of Merger:

ARTICLE I

The parties agree to effect this merger of Surviving Entity and Merging Entity pursuant to the terms set forth herein.

ARTICLE II

The parties to this Plan of Merger are Merging Entity and Surviving Entity. Merging Entity shall merge with and into Surviving Entity, and Surviving Entity shall be the surviving entity. As of the effective time of the merger, Surviving Entity's name shall remain Associated Asphalt Tampa, LLC.

ARTICLE III

Anything to the contrary notwithstanding, the merger may be abandoned if, prior to the effective date of the merger, the Manager or Member of Merging Entity or the Member of Surviving Entity elects to abandon the merger.

ARTICLE IV

Section 1. Pursuant to § 13.1-1071 of the Code of Virginia of 1950, as amended, and § 608.4381 of Florida Statutes, the Plan of Merger has been submitted to the Manager of Merging Entity.

Section 2. Pursuant to § 13.1-1071 of the Code of Virginia of 1950, as amended, and § 608.4381 of Florida Statutes, the Plan of Merger has been submitted to the sole Member of Surviving Entity and the sole Member of Merging Entity, respectively.

Section 3. The Surviving Entity agrees to pay any members with appraisal rights the amount to which such members are entitled under Sections 608.431-608.43595 of the Florida Statutes.

ARTICLE V

Section 1. On the effective date of the merger of Merging Entity into Surviving Entity, the separate existence of Merging Entity will cease, issued and outstanding Membership Interests in Merging Entity shall be cancelled, the issued and outstanding Membership Interests in Surviving Entity (No Par value) shall remain outstanding after the merger and shall not be affected in any way by the merger, and Surviving Entity shall succeed to all of the properties, rights, and other assets of Merging Entity, and shall be subject to all of the liabilities of Merging Entity, without further action by any of the parties. There are no remaining rights to acquire interests in the surviving company after the merger.

Section 2. The Articles of Organization and Operating Agreement of Surviving Entity in effect immediately prior to the merger shall continue to be the Articles of Organization and Operating Agreement of Surviving Entity after the effective time of the merger until amended or repealed as provided by applicable law.

Section 3. The Manager of Merging Entity shall cease to serve as of the effective time of the merger, and the current Member of Surviving Entity shall continue to manage Surviving

Entity after the merger. The Member of Surviving Entity, the surviving company after the merger, will be:

Associated Asphalt Partners, LLC
President: J. W. Kirk III
2677 Roanoke Avenue, S.W.
Roanoke, Virginia 24015

ARTICLE VI

If at any time the Manager or Member of Surviving Entity shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of these Articles and Plan of Merger, the officers and directors of Surviving Entity shall execute such conveyances or documents or take such action as of the effective date of this merger.

ARTICLE VII

The effective date and time of this merger shall be the effective time of the filing of the Articles of Merger with the Virginia State Corporation Commission.

WITNESS the following signatures and seals as of the 28th day of June, 2007.

ASSOCIATED ASPHALT TAMPA, LLC,
a Virginia limited liability company
By: Associated Asphalt Partners LLC, a Virginia
limited liability company, its Member

By _____
Steven M. Scro, Vice President

MARIANI ASPHALT TAMPA, LLC,
a Florida limited liability company
By: Associated Asphalt Tampa, LLC, a Virginia
limited liability company, its Manager

By _____
Steven M. Scro, Vice President