

144218

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**MERGER OR SHARE EXCHANGE
FLORIDA ROCK INDUSTRIES, INC.**

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ARTICLES OF MERGER
OF
JANUARY ACQUISITIONS, LLC M08-457
INTO
FLORIDA ROCK INDUSTRIES, INC. 144218

September 21, 2012

In accordance with the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), Florida Rock Industries, Inc., a Florida corporation, does hereby deliver these Articles of Merger for the purpose of merging January Acquisitions, LLC, a Delaware limited liability company, with and into Florida Rock Industries, Inc. (the "Merger"), with Florida Rock Industries, Inc. being the surviving corporation in the Merger.

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by Florida Rock Industries, Inc. in accordance with the applicable provisions of Chapter 607 of the Act.
3. The Plan was approved by January Acquisitions, LLC in accordance with the applicable laws of the State of Delaware.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on September 30, 2012.

[Signature Page Follows]

Exhibit A

Agreement and Plan of Merger

See attached..

AGREEMENT AND PLAN OF MERGER

of

JANUARY ACQUISITIONS, LLC,
a Delaware limited liability company

into

FLORIDA ROCK INDUSTRIES, INC.,
a Florida corporation

September 21, 2012

Pursuant to Sections 607.1108 of the Florida Business Corporation Act (the "Act"), January Acquisitions, LLC, a Delaware limited liability company, and Florida Rock Industries, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

1. The names of the business entities that are parties to the merger are January Acquisitions, LLC, a Delaware limited liability company ("January Acquisitions"); the subsidiary business entity, and Florida Rock Industries, Inc., a Florida corporation ("Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, January Acquisitions shall be merged into Florida Rock (the "Merger").
2. The name of the surviving entity is Florida Rock Industries, Inc.
3. Florida Rock is and will be a corporation organized and existing under the laws of the State of Florida. Immediately prior to the Merger, Florida Rock owns one hundred percent (100%) of the outstanding membership interest of January Acquisitions.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on September 30, 2012 (the "Effective Time").
5. At the Effective Time of the Merger, the following shall occur:
 - (a) Florida Rock. By virtue of the Merger and without any action on the part of the holders thereof, the shares of common stock of Florida Rock then issued and outstanding will not be converted or altered in any manner and will remain outstanding as shares of common stock of Florida Rock. Without limiting the foregoing, the sole shareholder of Florida Rock immediately before the Effective Time will have the same number of shares of common stock in Florida Rock immediately thereafter.
 - (b) January Acquisitions. By virtue of the Merger and without any action on the part of the holder thereof, the membership interests of January Acquisitions held at the Effective Time of the Merger shall be cancelled.

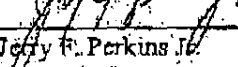
and no consideration (in the form of shares of common stock in Florida Rock or otherwise) shall be paid therefor.

6. The street address of Florida Rock's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
7. This Agreement and Plan of Merger shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement and Plan of Merger, including the other documents referred to herein, contains the entire understanding of the parties with respect to the subject matter hereof.

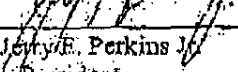
[Signature Page Follows]

IN WITNESS THEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By: 
Name: Jerry E. Perkins Jr.
Its: Vice President

JANUARY ACQUISITIONS, LLC

By: 
Name: Jerry E. Perkins Jr.
Its: Vice President

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