

Division of Corporations

144218

Florida Department of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FLORIDA ROCK INDUSTRIES, INC.

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Merger

9/27/01 DC

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA ROCK CONCRETE, INC., a Delaware corporation, 854851

INTO

FLORIDA ROCK INDUSTRIES, INC., a Florida entity, 144218.

File date: September 26, 2001

Corporate Specialist: Darlene Connell

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DIVISION OF CORPORATIONS
2001 SEP 26 PM 4: 54

ARTICLES OF MERGER OF
FLORIDA ROCK CONCRETE, INC.
a Delaware corporation
with and into its parent,
FLORIDA ROCK INDUSTRIES, INC.
a Florida corporation

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

1. The names of the corporations proposing to merge (the "Merger") and the names of the states under the laws of which such corporations are organized are as follows:
 - Florida Rock Concrete, Inc., a Delaware corporation ("FRC")
 - Florida Rock Industries, Inc., a Florida corporation ("FRI")

The surviving corporation shall be Florida Rock Industries, Inc.
2. The Plan of Merger, adopted in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act") is as follows:
 - (i) FRC shall be merged with and into FRI, with FRI being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of FRC shall cease.
 - (ii) The Articles of Incorporation of FRI shall continue to be the Articles of Incorporation of the surviving corporation until amended as therein provided.
 - (iii) The Bylaws of FRI shall continue to be the Bylaws of the surviving corporation until amended as therein provided.
 - (iv) From and after the effective time of the merger, each issued and outstanding share of FRC shall automatically be canceled.
 - (v) FRI is the sole shareholder of FRC, and, thus, there are no other shareholders entitled to dissenter's rights under Section 607.1320 of the Act or to receive a mailing of a copy of this Plan of Merger under Section 607.1104 of the Act.
3. The effective date of the Merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.
4. The Plan of Merger was adopted by the Executive Committee of the Board of Directors of FRI by unanimous written consent in lieu of a meeting on September 25, 2001. Approval of the Board of Directors of FRC was not required under the Delaware General Corporation Law.

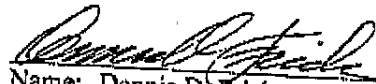
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5. Shareholder consent was not required for this Merger.

Executed this 25th day of September, 2001.

FLORIDA ROCK INDUSTRIES, INC.


Name: Dennis D. Frick
Its: Secretary

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