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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
FLORIDA ROCK INDUSTRIES, INC.**

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**ARTICLES OF AMENDMENT
TO RESTATED ARTICLES OF INCORPORATION OF
FLORIDA ROCK INDUSTRIES, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, Florida Rock Industries, Inc. (the "Corporation"), hereby adopts these Articles of Amendment to its Restated Articles of Incorporation.

FIRST: The name of the Corporation is Florida Rock Industries, Inc.

SECOND: Article III, paragraph A. of the Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:


A. The maximum number of shares of capital stock which the corporation shall be authorized to have outstanding at any time is one hundred million (100,000,000) shares of voting common stock with a par value of \$.10 per share and ten million (10,000,000) shares of preferred stock, to be issued in such classes and series as the board of directors may, in accordance with the provisions of Florida Statutes and without further stockholder action, from time to time authorize to be issued.

THIRD: The amendment to the Restated Articles of Incorporation of the Corporation set forth above was adopted on January 26, 2005.

FOURTH: The amendment was approved by the holders of a majority of the issued and outstanding shares of common stock of the Corporation, the only voting group entitled to vote on the amendment. The number of votes cast for the amendment was sufficient for approval.

Date: February 8, 2005

FLORIDA ROCK INDUSTRIES, INC.

By: 
John D. Milton, Jr.
Executive Vice President and
Chief Financial Officer

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