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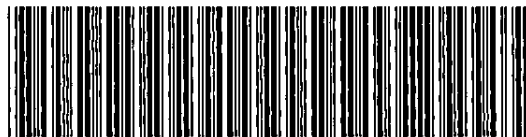
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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

07 NOV 16 AM 9:05

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 NOV 16 AM 10:02

FILED

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF FLORIDA ROCK INDUSTRIES, INC.**

**FILED**  
2007 NOV 16 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, on behalf of FLORIDA ROCK INDUSTRIES, INC., and pursuant to the Florida Business Corporation Act, Section 607.1007(4), certifies as follows:

1. The name of the Corporation is FLORIDA ROCK INDUSTRIES, INC.
2. The Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate contain amendments requiring the approval of the shareholder of the Corporation.
3. The Amended and Restated Articles of Incorporation of the Corporation (including all amendments set forth therein) were adopted by sole shareholder of the Corporation as of the 16<sup>th</sup> day of November, 2007 by written consent pursuant to the Florida Business Corporation Act, Sections 607.0704 and 607.1006. The number of votes cast by the sole shareholder was sufficient for approval of the Amended and Restated Articles of Incorporation.
4. These Amended and Restated Articles of Incorporation shall become effective on the date and at the time of filing with the Florida Department of State.

The Articles of Incorporation of Florida Rock Industries, Inc. are hereby amended and restated in their entirety to read as follows:

**ARTICLE I**

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Florida Rock Industries, Inc.

**ARTICLE II**

The street address of the Corporation's principal office and the Corporation's mailing address is 1200 Urban Center Drive, Birmingham, Alabama 35242.

**ARTICLE III**

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

The Corporation shall be authorized to issue 100 shares of capital stock, all of which 100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock").

**ARTICLE V**

The street address of the Corporation's registered office is 2731 Executive Park Drive, Suite 4, Weston, Florida 33331 and the name of the Corporation's registered agent at that office is NRAI Services, Inc.

**ARTICLE VI**

The liability of directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

The undersigned has executed these Amended and Restated Articles of Incorporation this 16<sup>th</sup> day of November, 2007.

FLORIDA ROCK INDUSTRIES, INC.

By: 

Print: Jerry F. Perkins Jr.

Its: Vice President and Secretary

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT OF FLORIDA ROCK INDUSTRIES, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, NRAI Services, Inc., located at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331, having been named as registered agent to accept service of process upon FLORIDA ROCK INDUSTRIES, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed on this 15<sup>th</sup> day of November, 2007.

NRAI SERVICES, INC., Registered Agent

By: 

Name: Gary Sherman

Its: Ass't Sec'y