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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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Heather K2908

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

FLORIDA ROCK INDUSTRIES, INC.

Certificate of Status	0
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Page Count	07
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A. LUNT
FEB 26 2009
EXAMINER

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L05-31515
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L04-44480

ARTICLES OF MERGER
OF
FRK BROOKSVILLE, LLC, a Florida limited liability company,
FRK NEWBERRY, LLC, a Florida limited liability company,
HUGHES PROPERTIES, INC., a Florida corporation, and
PRODUCER'S SOFTWARE COMPANY, LLC, a Florida limited liability company
INTO
FLORIDA ROCK INDUSTRIES, INC., a Florida corporation

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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February 25, 2009

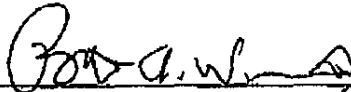
In accordance with the provisions of §§ 607.1105 and 607.1109 of the Florida Business Corporation Act and §608.4382 of the Florida Limited Liability Company Act, FLORIDA ROCK INDUSTRIES, INC., a corporation formed under the laws of the State of Florida ("Parent"), does hereby adopt and deliver for filing the following Articles of Merger for the purpose of merging (i) FRK BROOKSVILLE, LLC, a limited liability company formed under the laws of the State of Florida ("Sub 1"), (ii) FRK NEWBERRY, LLC, a limited liability company formed under the laws of the State of Florida ("Sub 2"), (iii) HUGHES PROPERTIES, INC., a corporation formed under the laws of the State of Florida ("Sub 3"), and (iv) PRODUCER'S SOFTWARE COMPANY, LLC, a limited liability company formed under the laws of the State of Florida ("Sub 4"), into Parent. Sub 1, Sub 2, Sub 3 and Sub 4 are hereafter collectively referred to as the "Subsidiaries."

1. The Plan of Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").
2. The Plan of Merger was duly approved by the boards of directors of Parent and Sub 3 in accordance with the applicable provisions of chapter 607 of the Florida Business Corporation Act.
3. The Plan of Merger was duly approved by the sole member of Sub 1, Sub 2 and Sub 4 in accordance with the applicable provisions of chapter 608 of the Florida Limited Liability Company Act.
4. The effective time and date of these Articles of Merger is 11:59 p.m., Central Standard Time, February 28, 2009.
5. Shareholder approval was not required to merge the Subsidiaries into Parent.
6. The date of the approval of the Plan of Merger by the Board of Directors of Parent was February 25, 2009. The date of the approval of the Plan of Merger by the Board of Directors of Sub 3 was February 25, 2009. The date of approval of the Plan of Merger by the sole member of Sub 1, Sub 2 and Sub 4 was February 25, 2009.

IN WITNESS WHEREOF, each of the undersigned entities has duly caused these Articles of Merger to be executed by its duly authorized officer as of the date first above written.

PARENT:

FLORIDA ROCK INDUSTRIES, INC.

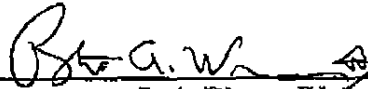
By: 
Name: R. A. Wason, IV
Its: Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

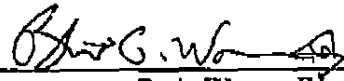
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SUBSIDIARIES:

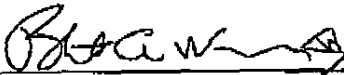
FRK BROOKSVILLE, LLC

By: 
Name: R. A. Wason, IV
Its: Vice President

FRK NEWBERRY, LLC

By: 
Name: R. A. Wason, IV
Its: Vice President

HUGHS PROPERTIES, INC.

By: 
Name: R. A. Wason, IV
Its: Vice President

PRODUCER'S SOFTWARE COMPANY, LLC

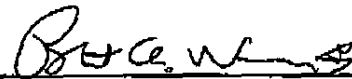
By: 
Name: R. A. Wason, IV
Its: Vice President

EXHIBIT A
PLAN OF MERGER

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan"), dated as of February 25, 2009, is by and among FLORIDA ROCK INDUSTRIES, INC., a Florida corporation (the "Parent"), FRK BROOKSVILLE, LLC, a Florida limited liability company ("Sub 1"), FRK NEWBERRY, LLC, a Florida limited liability company ("Sub 2"), HUGHS PROPERTIES, INC., a Florida corporation ("Sub 3"), and PRODUCER'S SOFTWARE COMPANY, LLC, a Florida limited liability company ("Sub 4" and, with Sub 1, Sub 2 and Sub 3, collectively hereafter referred to as the "Subsidiaries"), for the purpose of merging the Subsidiaries into the Parent (the "Merger").

WITNESSETH:

WHEREAS, the Parent owns all of the outstanding equity interests of each of the Subsidiaries;

WHEREAS, the Parent desires to succeed to the properties and other assets, and to assume all of the liabilities and obligations, of the Subsidiaries by means of a merger of the Subsidiaries into the Parent; and

WHEREAS, § 607.1104 and 607.1108 of the Florida Business Corporation Act ("FBCA") and § 606.438 of the Florida Limited Liability Company Act ("FLLCA") authorize the merger of the Subsidiaries into the Parent.

SECTION 1 THE MERGER

Pursuant to the terms and conditions set forth herein, each of the Subsidiaries shall merge into the Parent, with the Parent being the surviving corporation in the Merger. The Parent shall file articles of merger and this Plan with the Department of State of the State of Florida in accordance with § 607.1109 of the FBCA and § 606.4382 of the FLLCA, and shall make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at 11:59 p.m., Central Standard Time, February 28, 2009 (the "Effective Time"). At the Effective Time, each of the Subsidiaries shall be merged into the Parent, whereupon the separate existence of each of the Subsidiaries shall cease, and the Parent shall be the surviving corporation of the Merger (the "Surviving Corporation"), and without further transfer, shall succeed to and possess all of the rights, privileges, and powers of each of the Subsidiaries, and all of the assets and property of whatever kind and character of each of the Subsidiaries shall vest in the Parent without further act or deed. Thereafter, the Parent, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of each of the Subsidiaries, and any claim or judgment against any of the Subsidiaries may be enforced against the Parent as the Surviving Corporation in accordance with §607.1106 of the FBCA. Approval of the shareholders of neither the Parent nor Sub 3 is required for the Merger. By executing this Plan and voting for the Merger, the Sole Shareholder of Sub 3 waives any appraisal rights to which it may be entitled under Section 607.1321 of the FBCA.

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TREASURY OF
FLORIDA
TAMMISSE, F.

**SECTION 2
CONVERSION OF EQUITY INTERESTS**

Immediately prior to the Effective Time, the Parent owns one hundred percent (100%) of the issued and outstanding stock of Sub 3 and one hundred percent (100%) of the outstanding membership interests of Sub 1, Sub 2 and Sub 4. At the Effective Time, without any further action on behalf of the Subsidiaries, the Parent or the holder of any interest therein, (i) each share of Sub 3 issued and outstanding immediately prior thereto shall, by virtue of the Merger, be cancelled, and no shares of stock or other securities or obligations of the Surviving Corporation shall be issued therefor and (ii) the membership interests of Sub 1, Sub 2 and Sub 3 outstanding immediately prior thereto shall, by virtue of the Merger, be cancelled, and no shares of stock or other securities or obligations of the Surviving Corporation shall be issued therefor.

[SIGNATURE ON THE FOLLOWING PAGE]

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, each of the undersigned entities has duly caused this Plan of Merger to be executed by its duly authorized officer as of the date first above written.

PARENT:

FLORIDA ROCK INDUSTRIES, INC.

By: *R. A. Wason, IV*
Name: R. A. Wason, IV
Its: Vice President

SUBSIDIARIES:

FRK BROOKSVILLE, LLC

By: *R. A. Wason, IV*
Name: R. A. Wason, IV
Its: Vice President

FRK NEWBERRY, LLC

By: *R. A. Wason, IV*
Name: R. A. Wason, IV
Its: Vice President

HUGHES PROPERTIES, INC.

By: *R. A. Wason, IV*
Name: R. A. Wason, IV
Its: Vice President

PRODUCER'S SOFTWARE COMPANY, LLC

By: *R. A. Wason, IV*
Name: R. A. Wason, IV
Its: Vice President

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