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MERGER OR SHARE EXCHANGE  
FLORIDA ROCK INDUSTRIES, INC.

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**NOTES:**

FLORIDA ROCK INDUSTRIES, INC.

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Doreen Wallace  
Customer Service Specialist  
Corporation Service Company  
800-927-9801 ext. 2928  
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eff  
7/31

ARTICLES OF MERGER  
OF  
VMC BENEFITS HOLDING, INC.  
INTO  
FLORIDA ROCK INDUSTRIES, INC.

July 6, 2010

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10 JUL 15 AM 9:28  
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TALLAHASSEE, FLORIDA

In accordance with the provisions of Section 607.1105 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 VMC Benefits Holding, Inc., a Delaware corporation, 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 Merger shall become effective at 11:59 p.m., Central Daylight Time, on July 31, 2010.
3. Shareholder approval of the Merger was not required pursuant to Section 607.1104(1)(a) of the Act.
4. The Plan was adopted by Unanimous Written Consent of the Board of Directors of Florida Rock Industries, Inc., on July 6, 2010.

[Signature Page Follows]

Dated as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By:  \_\_\_\_\_

Name: Jerry F. Perkins Jr.

Its: Vice President

**Exhibit A**

**Agreement and Plan of Merger**

See attached.

**Exhibit A****AGREEMENT AND PLAN OF MERGER**

of

**VMC BENEFITS HOLDING, INC.,  
a Delaware corporation**

Into

**FLORIDA ROCK INDUSTRIES, INC.,  
a Florida corporation****July 6, 2010**

Pursuant to Sections 607.1104 and 607.1108 of the Florida Business Corporation Act (the "Act"), VMC Benefits Holding, Inc., a Delaware corporation, 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 corporations that are parties to the merger are VMC Benefits Holding, Inc., a Delaware corporation (the "VMC Benefits"), the subsidiary corporation, and Florida Rock Industries, Inc., a Florida corporation (the "Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, VMC Benefits 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 issued and outstanding capital stock of VMC Benefits. The holder of the shares of VMC Benefits is not required to vote with respect to the Merger.
4. The Merger shall become effective at 11:59 p.m., Central Daylight Time, on July 31, 2010 (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) VMC Benefits. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of VMC Benefits issued and outstanding at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in the Florida Rock or otherwise) shall be paid therefor.

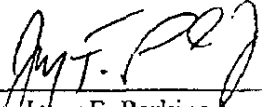
6. The shareholders of VMC Benefits who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.
7. Pursuant to Section 607.1104(b) of the Act, Florida Rock hereby waives the requirement that it be mailed a copy of the Plan at least thirty (30) days before the filing of the articles of merger.
8. The street address of Florida Rock Industries, Inc.'s principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
9. 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.

VMC BENEFITS HOLDING, INC.

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

FLORIDA ROCK INDUSTRIES, INC.

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

**AGREEMENT AND PLAN OF MERGER**

of

**VMC BENEFITS HOLDING, INC.,**  
a Delaware corporation

Into

**FLORIDA ROCK INDUSTRIES, INC.,**  
a Florida corporation

July 6, 2010

Pursuant to Sections 607.1104 and 607.1108 of the Florida Business Corporation Act (the "Act"), VMC Benefits Holding, Inc., a Delaware corporation, and Florida Rock Industries, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

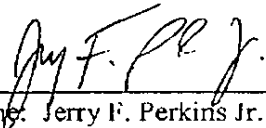
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- (b) VMC Benefits. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of VMC Benefits issued and outstanding at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in the Florida Rock or otherwise) shall be paid therefor.
6. The shareholders of VMC Benefits who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.
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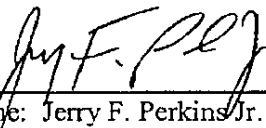
[Signature Page Follows]

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VMC BENEFITS HOLDING, INC.

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

FLORIDA ROCK INDUSTRIES, INC.

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