

144218

600214102326

**Articles of Merger
March 31, 1970**

56 pgs.

A-44218 (w)

FLORIDA ROCK PRODUCTS
CORPORATION

Agreement of Merger merging
SHANDS & BAKER, INC. (A-24240),
ALL FLORIDA SAND CO. (B-20961),
CENTER HILL ROCK COMPANY
(B-61590 and ORANGE SAND
COMPANY (B-73242) into FLORIDA
ROCK PRODUCTS CORPORATION
and changing corporate name
to SHANDS & BAKER, INC.

Appendix A filed is Restated
Articles of Incorporation

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by J.L. ... on 3/31/70.

TOM ADAMS
SECRETARY OF STATE



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

TOM ADAMS
SECRETARY OF STATE

April 7, 1970

Messrs. Usher, Murchison, Ashby and Ball,
Attorneys at Law
P.O. Box 179
Jacksonville, Florida 32201

Gentlemen: Attention: Lewis S. Lee.

Subject: Merges-GRANDS & BAKER, INC.

A refund for \$ 2.00 is enclosed for the reason checked:

- 1. Withdrawal of charter.
- 2. Overpayment of filing fee.
- 3. Charter not of record in this office
- 4. Overpayment of certification fee.
- 5. Filing fee previously paid.
- 6. No fee required.
- 7. No response to our letter of
- 8. Overpayment of charter tax.
- 9. Comments:

If you have any questions regarding this matter, please let us know.

corp-77
10-15-68

REQUISITION FOR REFUND

This money was originally received per validator stamp as follows:

| | | | | |
|----------------|----------------|-------------|-----------|-------------|
| <u>3/25/70</u> | <u>219</u> | <u>1</u> | <u>7</u> | <u>\$15</u> |
| Date | Validation No. | Machine No. | Dept. No. | Amount |

Requested by: _____
(Head of Department)

jl For use by Fiscal Department
Paid by Revolving Fund Check No. _____

Dated _____ Amount _____

gen-1
4-30-63

ULMER, MURCHISON, ASHBY & BALL

880 FLORIDA NATIONAL BANK BUILDING
POST OFFICE BOX 479.
JACKSONVILLE, FLORIDA 32201

TELEPHONE 384-5652
AREA CODE 904

HERMAN ULMER
CHARLES H. MURCHISON
CLARENCE G. ASHBY
JOHN W. BALL
HERMAN ULMER, JR.
JAMES S. TAYLOR
JOHN D. CORSE
A. M. FODTE, JR.
W. SPERRY LEE
LEWIS S. LEE
HAYWOOD M. BALL
WILLIAM J. SHEPPARD
GARY B. TULLIS
DENNIS J. LANAHAN, JR.
LYMAN T. FLETCHER

March 24, 1970

FILED
MAR 31 2 09 PM '70

Honorable Tom Adams
Secretary of State
Department of State
The Capitol
Tallahassee, Florida 32304

Attention: Roy L. Allen, Chief,
Corporations Bureau

354-5652

Re: Florida Rock Products Corporation, et al,
Merger

Dear Sir:

Thank you for your letter of March 18, 1970, advising that there would be no additional filing tax payable in connection with the change of capitalization of Florida Rock Products Corporation as the surviving corporation in a proposed merger. For your ready reference, a copy of your letter is attached. In connection with the merger, we hand to you herewith for filing with you and approval by you as Secretary of State of Florida, the original executed Merger Agreement between Florida Rock Products Corporation, as the surviving corporation, (whose name is to be changed to Shands & Baker, Inc.), Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company and Orange Sand Company, each of which are Florida corporations. Attached to the Merger Agreement as Appendix A is the amended and restated Certificate of Incorporation of Shands & Baker, Inc., (formerly Florida Rock Products Corporation) which is the surviving corporation.

Please note that the Appendix A may be certified separately as the certificate of incorporation of the surviving corporation. Please note further that under the terms of the Merger Agreement, the merger is to become effective as of the end of the last day of the calendar month

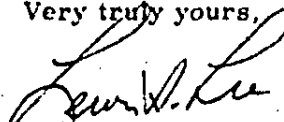
Honorable Tom Adams
March 24, 1970
Page Three.

It would be appreciated if you would telephone Lewis S. Lee of this firm, collect, at Area Code 904, 354-5652, immediately after the filing has been made. In view of the possibility of postal interruption, we would like the opportunity of discussing with you the method of delivery to us of the certified copies.

In the meantime if you should have any questions, please let us know.

Thank you very much for your service and cooperation.

Very truly yours,



Lewis S. Lee
For the Firm

LSL/jd
Enclosures

MERGER AGREEMENT

DATED FEBRUARY 27, 1970

By and Between

FLORIDA ROCK PRODUCTS CORPORATION

SHANDS & BAKER, INC.

ALL FLORIDA SAND COMPANY

CENTER HILL ROCK COMPANY

and

ORANGE SAND COMPANY

To Become Effective as of the End of the Last Day of

March, 1970

FILED
MAR 31 4 08 PM '70

10.00
5.00
15.00

FILED
MAR 25 1970

CERTIFICATE OF SECRETARY OF
FLORIDA ROCK PRODUCTS CORPORATION

I, George L. Rosborough, Jr. the Secretary of Florida Rock Products Corporation, a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M. on January 23, 1970 at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Products Corporation, Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company and Orange Sand Company, each of which are Florida corporations, including the Certificate of Incorporation of Florida Rock Products Corporation attached as Appendix A of said Merger Agreement, was approved and adopted by the unanimous vote of said directors, signed by a majority of the directors and recommended to the stockholders, and that at a special meeting of the stockholders of said corporation duly called and held at the offices of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:30 o'clock A. M. on February 27, 1970 at which the holders of 13,684,509 shares of the 13,955,509 shares outstanding of the common stock of this corporation were present in person or by proxy, the said Merger Agreement, including the amendment of the Certificate of Incorporation of Florida Rock Products Corporation attached as Appendix A of said Merger Agreement was approved and adopted by the affirmative vote of the holders of 13,684,509 shares of the common stock of this corporation present and represented by proxy.

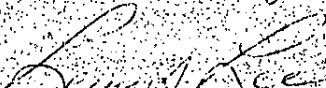
FILED
JAN 27 1970
JACKSONVILLE, FLA.

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgements, personally appeared Thompson S. Baker and George L. Rosborough, Jr. to me well known, and known to me to be the President and Secretary respectively, of FLORIDA ROCK PRODUCTS CORPORATION, a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said Thompson S. Baker as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation; that the signature of the President and of the Secretary respectively, of said corporation is in the handwriting of the said corporation's President and Secretary, respectively; and he, the said George L. Rosborough, Jr. as such Secretary of said corporation, duly attested the said execution and affixed thereto the corporate seal of said corporation, and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement, and they each acknowledged that the facts stated in said Certificate and Merger Agreement are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of February, 1971



Notary Public, State of Florida at Large


My Commission Expires: December 26, 1971

CERTIFICATE OF SECRETARY OF
SHANDS & BAKER, INC.

I, George L. Rosborough, Jr., the Secretary of Shands & Baker, Inc., a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M., on January 23rd, 1970, at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Products Corporation, Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company and Orange Sand Company, each of which are Florida corporations, including the Certificate of Incorporation of Florida Rock Products Corporation attached as Appendix A of said Merger Agreement, was approved and adopted by the unanimous vote of said directors, signed by a majority of the directors and recommended to the stockholders, and that at a special meeting of the stockholders of said corporation duly called and held at the offices of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M., on February 27, 1970, at which the holders of 1,000 shares of the 1,000 shares outstanding of the Class A voting common stock and 16,786 shares of the 16,786 shares outstanding of the Class B non-voting common stock of this corporation were present in person or represented by proxy, the said Merger Agreement was approved and adopted by the affirmative vote of the holders of 1,000 shares of the Class A voting common stock of this corporation present and represented by proxy. No holder of shares of the Class B

non-voting common stock of this corporation, at or prior to the taking
of the vote, objected in writing to the said Merger Agreement.

WITNESS my hand and the seal of this corporation, this 27th
day of February, 1970.



Secretary

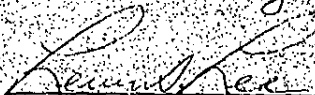
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared Edward L. Baker and George L. Rosborough, Jr. to me well known, and known to me to be the President and Secretary respectively, of SHANDS & BAKER, INC., a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said Edward L. Baker as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation, that the signature of the President and of the Secretary of said corporation is in the handwriting of the said President and Secretary respectively, of said corporation, and he, the said George L. Rosborough, Jr. as such Secretary of said corporation, duly attested the said execution and affixed thereto the corporate seal of the said corporation, and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement, and they each acknowledged that the facts stated in said Certificate and Merger Agreement are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of February, 1970.


Notary Public, State of Florida at Large
My Commission Expires: December 16, 1971

CERTIFICATE OF SECRETARY OF
ALL FLORIDA SAND COMPANY

I, George L. Rosborough, Jr., the Secretary of All Florida Sand Company, a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M., on January 23, 1970 at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Products Corporation, Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company and Orange Sand Company, each of which are Florida corporations, including the Certificate of Incorporation of Florida Rock Products Corporation attached as Appendix A of said Merger Agreement, was approved and adopted by the unanimous vote of said directors, signed by a majority of the directors and recommended to the stockholders, and that at a special meeting of the stockholders of said corporation duly called and held at the offices of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 11:45 o'clock A.M., on February 27, 1970 at which the holders of 1,000 shares of the 1,000 shares outstanding of the Class A voting common stock and 24,000 shares of the 24,000 shares outstanding of the Class B non-voting common stock of this corporation were present in person or represented by proxy, the said Merger Agreement, was approved and adopted by the affirmative vote of the holders of 1,000 shares of Class A voting common stock of this corporation present and represented by proxy. No holder of shares of the Class B non-voting common stock of this corporation,

at or prior to the taking of the vote, objected in writing to the said
Merger Agreement.

WITNESS my hand and the seal of this corporation, this 27th
day of February, 19 70.

Secretary


(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared Thompson S. Baker and George L. Rosborough, Jr. to me well known, and known to me to be the President and Secretary respectively, of ALL FLORIDA SAND COMPANY, a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said Thompson S. Baker as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation; that the signature of the President and of the Secretary of said corporation is in the handwriting of the said President and Secretary respectively, of said corporation; and he, the said George L. Rosborough, Jr. as such Secretary of said corporation, duly attested the said execution and affixed thereto the corporate seal of the said corporation, and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement, and they each acknowledged that the facts stated in said Certificate and Merger Agreement are true

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of February, 1970



Notary Public, State of Florida at Large
My Commission Expires: December 26, 1971

CERTIFICATE OF SECRETARY OF
CENTER HILL ROCK COMPANY

I, Edward L. Baker, the Secretary of Center Hill Rock Company, a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M., on January 23, 1970, at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Products Corporation, Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company and Orange Sand Company, each Florida corporations, including the Certificate of Incorporation of Florida Rock Products Corporation attached as Appendix A of said Merger Agreement was approved and adopted by the unanimous vote, signed by a majority of the directors and recommended to the stockholders, and that at a special meeting of the stockholders of said corporation duly called and held at the offices of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 11:30 o'clock A. M., on February 27, 1970, at which Florida Rock Products Corporation, a Florida corporation, the holder of all of the shares of the common stock of this corporation which have been issued and are outstanding, was represented by proxy, the said Merger Agreement was approved and adopted by the unanimous vote of all of said shares present and represented by proxy, representing the approval of 100% in interest of the capital stock of this corporation.

WITNESS my hand and the seal of this corporation, this 27th
day of February, 1970

Edward T. Balise
Secretary

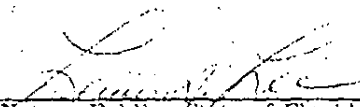
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared Thompson S. Baker and Edward L. Baker to me well known, and known to me to be the President and Secretary respectively, of CENTER HILL ROCK COMPANY, a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said Thompson S. Baker as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation; that the signature of the President and of the Secretary of said corporation is in the handwriting of the said President and Secretary respectively, of said corporation; and he, the said Edward L. Baker as such Secretary of said corporation, duly attested the said execution and affixed there to the corporate seal of the said corporation; and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement; and they each acknowledged that the facts stated in said Certificate and Merger Agreement are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of February, 1970.



Notary Public, State of Florida at Large.
My Commission Expires: December 26, 1971

CERTIFICATE OF SECRETARY OF
ORANGE SAND COMPANY

I, Edward L. Baker, the Secretary of Orange Sand Company, a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at the office of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 10:00 o'clock A. M. on January 23, 1970 at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Products Corporation, Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company and Orange Sand Company, each Florida corporations, including the Certificate of Incorporation of Florida Rock Products Corporation attached as Appendix A of said Merger Agreement was approved and adopted by the unanimous vote, signed by a majority of the directors and recommended to the stockholders; and that at a special meeting of the stockholders of said corporation duly called and held at the offices of said corporation, 744 Riverside Avenue, Jacksonville, Florida, at 11:00 o'clock A. M. on February 27, 1970 at which Shands & Baker, Inc., a Florida corporation, the holder of all of the shares of the common stock of this corporation which have been issued and are outstanding, was represented by proxy, the said Merger Agreement was approved and adopted by the unanimous vote of all of said shares present and represented by proxy, representing the approval by 100% in interest of the capital stock of this corporation.

WITNESS my hand and the seal of the corporation, this 27th
day of February, 1970.

Edward L Baker
Secretary

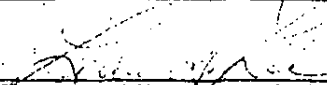
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared Thompson S. Baker and Edward L. Baker to me well known, and known to me to be the President and Secretary respectively, of ORANGE SAND COMPANY, a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said Thompson S. Baker as such President of said corporation, duly executed said Certificate and Merger Agreement before me and acknowledged the said Certificate and Merger Agreement to be his act and deed and the act, deed and agreement of said corporation; that the signature of the President and of the Secretary of said corporation is in the handwriting of the said President and Secretary respectively, of said corporation; and he, the said Edward L. Baker as such Secretary of said corporation, duly attested the said execution and affixed thereto the corporate seal of the said corporation; and acknowledged before me that he duly executed the Certificate of the Secretary of said corporation affixed to said Merger Agreement; and they each acknowledged that the facts stated in said Certificate and Merger Agreement are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of February, 1970.



Notary Public, State of Florida at Large.

My Commission Expires: December 26, 1971

MERGER AGREEMENT

THIS AGREEMENT made and entered into this 27th day of February 1970 by and between FLORIDA ROCK PRODUCTS CORPORATION, SHANDS & BAKER, INC., ALL FLORIDA SAND COMPANY, CENTER HILL ROCK COMPANY, and ORANGE SAND COMPANY, each Florida corporations, hereinafter collectively sometimes called the "Constituent Corporations".

Recitals

This is an agreement for the statutory merger of the Constituent Corporations under the provisions of Chapter 608, Florida Statutes, and within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of the United States of America.

Florida Rock Products Corporation is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 13, 1945.

Shands & Baker, Inc., is a corporation organized and existing under the laws of the State of Florida, having been incorporated on March 27, 1931.

All Florida Sand Company is a corporation organized and existing under the laws of the State of Florida having been incorporated on March 2, 1959.

Center Hill Rock Company is a corporation organized and existing under the laws of the State of Florida having been incorporated on August 7, 1962.

Orange Sand Company is a corporation organized and existing under the laws of the State of Florida having been incorporated on August 29, 1963.

The authorized capital stock of Florida Rock Products Corporation consists of 15,000 shares of common stock, without nominal or par value. There are issued and outstanding 13,955,509 shares of said stock.

The authorized capital stock of Shands & Baker, Inc. consists of 1,000 shares of Class A voting common stock, par value \$1 per share, and 24,000 shares of Class B, non-voting common stock, par value \$1 per share. There are issued and outstanding 1,000 shares of the Class A voting common stock, par value \$1 per share. There are 16,786 shares of the Class B, non-voting common stock, par value \$1 per share issued and outstanding.

The authorized capital stock of All Florida Sand Company consists of 1,000 shares of Class A voting common stock, par value \$1 per share, and 24,000 shares of Class B, non-voting common stock, par value \$1 per share. There are issued and outstanding 1,000 shares of the Class A, voting common stock, par value \$1 per share. There are issued and outstanding 24,000 shares of the Class B, non-voting common stock, par value \$1 per share.

The authorized capital stock of Center Hill Rock Company consists of 1,250 shares of common stock, par value \$100 per share. There are issued and outstanding 588 shares of the common stock, par value \$100 per share, all of which are owned and held by Florida Rock Products Corporation.

The authorized capital stock of Orange Sand Company consists of 1,500 shares of common stock, par value \$100 per share. There are issued and outstanding 500 shares of the common stock, par value \$100 per share, all of which are owned and held by Shands & Baker, Inc.

The Boards of Directors of Florida Rock Products Corporation, Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company, and Orange Sand Company deem this merger desirable and in the best interest of the corporations and of their respective stockholders. The respective Boards of Directors of said Constituent Corporations have approved this merger agreement by resolutions duly adopted by a majority of the directors of each, and have directed that this merger agreement be submitted to their respective stockholders for adoption.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the Constituent Corporations agree that the terms and conditions of such merger and the conditions of carrying it into effect are, and shall be, as herein set forth:

1. Except as herein specifically set forth, the corporate existence of Florida Rock Products Corporation, with all the purposes, powers and objects vested in or to it, shall continue unaffected and unimpaired by the merger, and the corporate identity and existence, with all the purposes and powers and objects of Shands & Baker, Inc., All Florida Sand Company, Center Hill Rock Company, and Orange Sand Company shall be merged into Florida Rock Products Corporation and Florida Rock Products Corporation shall, as the corporation surviving the merger, be fully vested therewith. The separate existence and corporate organization of all the Constituent Corporations, except Florida Rock Products Corporation, shall cease as soon as the merger shall

become effective as herein provided, and thereupon the Constituent Corporations and Florida Rock Products Corporation shall be a single corporation, to-wit: Florida Rock Products Corporation, the name of which shall thereupon be changed to "Shands & Baker, Inc.", such corporation being hereafter sometimes referred to as the "Surviving Corporation". The street address in the State of Florida of the principal office of the Surviving Corporation shall be 744 Riverside Avenue, Jacksonville, Florida 32204. This agreement shall continue in effect and the merger shall become effective only if the agreement is adopted by the Constituent Corporations as provided herein in paragraph 17 hereof. Upon such adoption that fact shall be certified upon this agreement by the Secretary or an Assistant Secretary of each of the Constituent Corporations under the seals thereof. Thereupon, complying with the General Corporate Laws of the State of Florida, this agreement shall be filed in the office of the Secretary of State of the State of Florida, in compliance with the provisions of Chapter 608, Florida Statutes.

2. The merger shall become effective as of the end of the last day of the calendar month in which the filing of this Merger Agreement with the Secretary of the State of Florida, in the manner required by the provisions of Chapter 608, Florida Statutes, has been accomplished. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

3. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Florida Rock Products Corporation, as amended, except that the Surviving Corporation reserves the right to further amend, alter, change or repeal any provision contained in said Certificate of Incorporation, in the manner now or hereafter prescribed by statutes, and all rights conferred upon the stockholders of the Surviving Corporation are granted subject to this reservation.

4. Said Certificate of Incorporation, as amended, shall be as set forth in Appendix A hereto, which is hereby made a part of this agreement with the same force and effect as if herein set forth in full. From and after the effective date of the merger and until thereafter amended as provided in the laws of the State of Florida, the Certificate of Incorporation of the Surviving Corporation shall be as set forth in Appendix A and said Appendix A separate and apart from this agreement shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Corporation.

5. Upon the effective date of the merger, the by-laws of Florida Rock Products Corporation shall be the by-laws of the Surviving Corporation until the same shall thereafter be amended, altered or repealed in accordance with the laws of the State of Florida, the Certificate of Incorporation and said by-laws, except that wherever in those by-laws said Surviving Corporation is referred to as "Florida Rock Products Corporation" such name shall be and hereby is changed to "Shands & Baker, Inc."

6. The names and street addresses of the directors of the Surviving Corporation who shall hold office from the effective date of the merger until the annual meeting of stockholders of the Surviving Corporation and until their successors are chosen and qualified according to law, the Certificate of Incorporation, and the by-laws of the Surviving Corporation, are as follows:

| <u>Name</u> | <u>Street Address</u> |
|-------------------|---|
| William A. Shands | 744 Riverside Avenue Jacksonville, Florida 32204 |

Thompson S. Baker

744 Riverside Avenue
Jacksonville, Florida 32204

Edward L. Baker

744 Riverside Avenue
Jacksonville, Florida 32204

7. Upon the effective date of the merger, the principal officers of the Surviving Corporation as provided in the by-laws, shall hold office from the effective date of the merger and until their successors have been chosen or appointed according to law, the Certificate of Incorporation and the by-laws of the Surviving Corporation.

8. If on the effective date of the merger a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy may thereafter be filled in the manner provided by the laws of the State of Florida, the Certificate of Incorporation, and the by-laws of the Surviving Corporation.

9. Each share of the common stock, no par value, of Florida Rock Products Corporation issued and outstanding on the effective date of the merger and all rights in respect thereto, shall, by virtue of the merger and without any action on the part of the holder thereof, forthwith on the merger becoming effective, be converted into 51.48185 shares of the common stock of the Surviving Corporation with a par value of \$.10 per share; provided, however, that in the event such conversion shall, when applied to all of the shares of a particular shareholder, result in such shareholder being otherwise entitled to a fractional share of the common stock of the Surviving Corporation, then, if such fraction is less than one-half share, it shall be ignored, and if such fraction is exactly one-half or more, it shall be rounded up to the next whole number. The holders of the outstanding certificates representing shares of the common stock of Florida Rock Products Corporation shall thereafter

be entitled to precisely the same rights they would enjoy if they held new certificates issued by the Surviving Corporation. Upon surrender of any such outstanding certificates to the Surviving Corporation, the owner of record or transferee shall be entitled to receive in exchange therefor a certificate or certificates of the Surviving Corporation. Shares in the Surviving Corporation which would otherwise be issuable to Shands & Baker, Inc., as a shareholder of Florida Rock Products Corporation, shall be issued to the shareholders of Shands & Baker, Inc. in proportion to their respective interests therein.

10. Each share of the Class A, voting common stock, par value \$1 per share, and each share of Class B, non-voting common stock par value \$1 per share, of Shands & Baker, Inc. issued and outstanding on the effective date of the merger and all rights in respect thereof shall by virtue of the merger and without any action on the part of the holder thereof, forthwith on the merger becoming effective, be converted into 11.80704 shares of the common stock of the Surviving Corporation with a par value of \$.10 per share; provided, however, that in the event such conversion shall, when applied to all of the shares of a particular shareholder, result in such shareholder being otherwise entitled to a fractional share of the common stock of the Surviving Corporation, then, if such fraction is less than one-half share, it shall be ignored, and if such fraction is exactly one-half share, or more, it shall be rounded up to the next whole share. The holders of outstanding certificates representing shares of the said Class A and Class B common stock of Shands & Baker, Inc. shall thereafter be entitled to precisely the same rights they would enjoy if they held certificates issued by the Surviving Corporation. Upon surrender of any such outstanding certificate to the Surviving Corporation, the owner of record or transferee shall be entitled to receive in exchange therefor a certificate or certificates of the Surviving Corporation for the number of whole shares of common stock, par value \$.10 per share, to which such owner of record or transferee shall be entitled.

11. Each share of Class A voting common stock, par value \$1 per share, and each share of Class B, non-voting common stock, par value \$1 per share, of All Florida Sand Company issued and outstanding on the effective date of the merger and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, forthwith on the merger becoming effective, be converted into 2.8 shares of the common stock of the Surviving Corporation with a par value of \$.10 per share; provided, however, that in the event such conversion shall, when applied to all of the shares of a particular shareholder, result in such shareholder being otherwise entitled to a fractional share of the common stock of the Surviving Corporation, then, if such fraction is exactly one-half or more, it shall be rounded up to the next whole number and if such fraction is less than one-half share, it shall be ignored. The holders of outstanding certificates representing shares of the said Class A and Class B common stock of All Florida Sand Company thereafter shall be entitled to precisely the same rights they would enjoy if they held certificates issued by the Surviving Corporation. Upon surrender of any such outstanding certificate to the Surviving Corporation, the owner of record or transferee shall be entitled to receive in exchange therefor a certificate or certificates of the Surviving Corporation for the number of whole shares of common stock, par value \$.10 per share, to which such owner of record or transferee shall be entitled.

12. Each share of the common stock, par value \$100 per share, of Center Hill Rock Company which shall be outstanding immediately prior to the merger shall be automatically cancelled and retired on the effective date of the merger and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

13. Each share of the common stock, par value \$100 per share of Orange Sand Company which shall be outstanding immediately prior to the merger shall be automatically cancelled and retired on the effective date of the merger and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

14. The amount of capital with which the Surviving Corporation will begin business on the effective date of the merger shall be One Hundred Thousand Dollars (\$100,000), being the par value of all par value stock (there is to be no no par value stock) to be outstanding when the merger is completed. Each share of the common stock, par value \$.10 per share, of the Surviving Corporation shall, upon the effective date of the merger, be fully paid and non-assessable.

15. This agreement is entered into by each of the Constituent Corporations in reliance upon the letter dated October 29, 1969, from Chief, Reorganization Branch, Internal Revenue Service, addressed to Florida Rock Products Corporation, with respect to a proposed transaction, which proposed transaction the parties hereto intend to carry out under the terms of this agreement.

16. This agreement and the merger may be terminated by resolution of the Board of Directors of Florida Rock Products Corporation at any time prior to the merger becoming effective.

17. This agreement may be executed in any number of counterparts, each of which shall be original and shall be signed in the manner provided for by the laws of the State of Florida by a majority of the members of the Boards of Directors of the Constituent Corporations, under the corporate seals of the Constituent Corporations, and shall be submitted to a meeting of stockholders of record of each Constituent

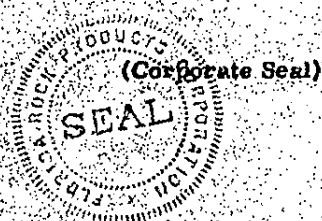
Corporation for adoption by not less than a majority of the stock entitled to vote thereon. The Secretary or Assistant Secretary of each Constituent Corporation shall certify the fact of such stockholder approval on this agreement under the corporate seal of each Constituent Corporation, respectively. This agreement when so adopted and certified, shall, for each Constituent Corporation, be signed by its President or Vice President and Secretary or Assistant Secretary under its corporate seal, and acknowledged by the President or Vice President to be the act, deed and agreement of the corporation. The agreement so certified and acknowledged by each Constituent Corporation, shall be filed in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Merger Agreement has been executed by the undersigned officers of each of the Constituent Corporations and each has caused its corporate seal to be affixed and attested to by its Secretary or Assistant Secretary.

FLORIDA ROCK PRODUCTS
CORPORATION

By *Ray S. Bean*
Its President

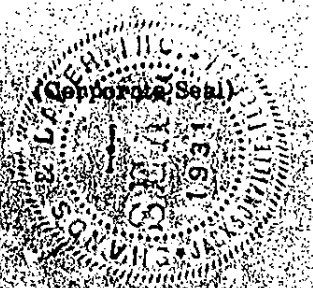
Attest: *George J. Polunsky*
Secretary

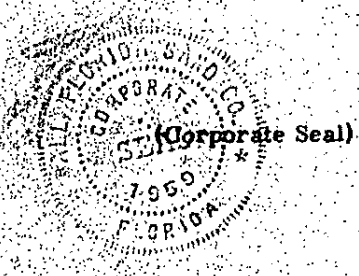


SHANDS & BAKER, INC.

By *Edward L. Baker*
Its President

Attest: *George J. Polunsky*
Secretary





ALL FLORIDA SAND COMPANY

By *Joseph S. Baker*
Its President

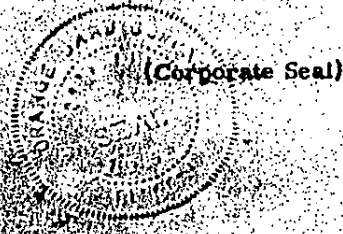
Attest: *George J. Ralston*
Secretary



CENTER HILL ROCK COMPANY

By *Joseph S. Baker*
Its President

Attest: *Edward L. Baker*
Secretary



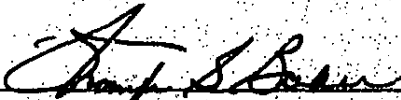
ORANGE SAND COMPANY

By *Joseph S. Baker*
Its President

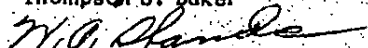
Attest: *Edward L. Baker*
Secretary

APPROVAL BY THE BOARD OF DIRECTORS


We approve, enter into and sign the foregoing Merger Agreement and Appendix A thereto and recommend its approval by the stockholders of Florida Rock Products Corporation.



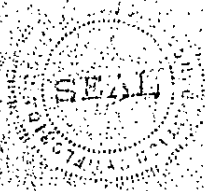
Thompson S. Baker



W. G. Shands



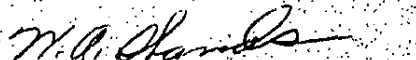
George L. Rosborough, Jr.




Being a majority of the Board of Directors of Florida Rock Products Corporation.

APPROVAL BY THE BOARD OF DIRECTORS

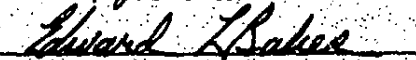
We approve, enter into and sign the foregoing Merger Agreement and Appendix A thereto and recommend its approval by the stockholders of Shanda & Baker, Inc



W. A. Shands



Thompson S. Baker



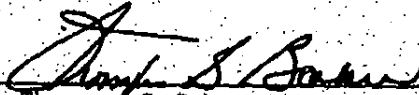
Edward L. Baker


Being a majority of the Board of Directors of Shanda & Baker, Inc.




APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger Agreement and Appendix A thereto and recommend its approval by the stockholders of All Florida Sand Company.


Thompson S. Baker


W.A. Shands

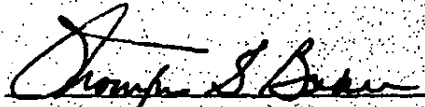

R.B. Smith


Being a majority of the Board of Directors of All Florida Sand Company

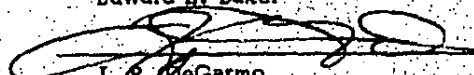



APPROVAL BY THE BOARD OF DIRECTORS

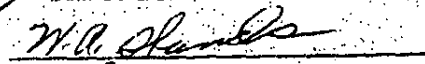
We approve, enter into and sign the foregoing Merger Agreement and Appendix A thereto and recommend its approval by the stockholders of Center Hill Rock Company.


T. S. Baker


Edward L. Baker


J. E. DeGarmo


Sam T. Dell

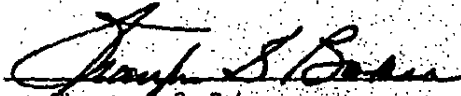

W. E. Shands

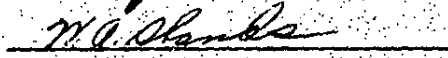
Being a majority of the Board of Directors of Center Hill Rock Company

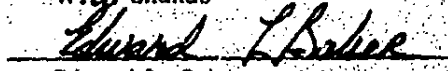


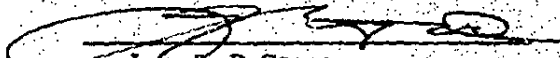
APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger, Agreement and Appendix A thereto and recommend its approval by the stockholders of Orange Sand Company.

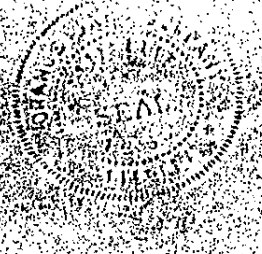

Thompson S. Baker


W. E. Shands


Edward L. Baker


Jerry P. DeGarmo

Being a majority of the Board of Directors of Orange Sand Company



APPENDIX A

CERTIFICATE OF INCORPORATION

OF

SHANDS & BAKER, INC.
A Florida corporation

OK *to*

| |
|---------------|
| 10 |
| 10 |
| 10.00 |

 - 7

WZP 9 2502 10

**CERTIFIED COPY OF RESOLUTION
AMENDING THE CERTIFICATE OF INCORPORATION
OF FLORIDA ROCK PRODUCTS CORPORATION**

THIS IS TO CERTIFY that at a special meeting of the Board of Directors of Florida Rock Products Corporation, a Florida corporation which meeting was held at 10:30 o'clock A. M. on the 23rd day of January, 1970, at the offices of the corporation at 744 Riverside Avenue, Jacksonville, Florida, at which all of the directors of the corporation were present after due notice of the meeting; the resolution hereinafter set forth to further amend and restate the Certificate of Incorporation was unanimously approved and adopted and proposed to the stockholders and that pursuant to the by-laws and the call of the directors and notice in writing mailed postage prepaid to all stockholders of record as of the close of business on the 23rd day of January, 1970, a special meeting of the stockholders of this corporation was held at 10:30 o'clock A. M. on the 27th day of February, 1970, at the offices of the corporation at 744 Riverside Avenue, Jacksonville, Florida, at which shareholders of record were present in person or by proxy, filed at the beginning of said meeting with the Secretary of the corporation, representing 13,684,509 shares out of the total of 13,955,509 shares of common stock, no par value, which were outstanding, and a vote was taken for and against the proposed amendment and restatement of the Certificate of Incorporation as set forth in the resolution; and 13,684,509 shares of the stock of the corporation were voted in favor of the amendment and NO shares of the stock of the corporation were voted against the same, and the amendment was thereupon adopted.

This is to further certify that the following is a true and correct copy of said resolution:

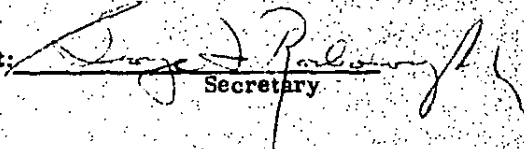
BE IT RESOLVED that the Certificate of Incorporation of Florida Rock Products Corporation be amended and restated by striking the same in its entirety and substituting in its place the following:

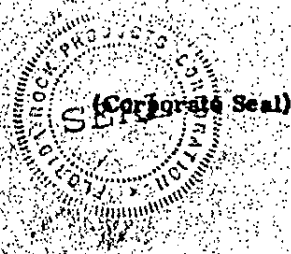
(Here appears Appendix A to the Merger Agreement entitled "Certificate of Incorporation of Shands & Baker, Inc., a Florida corporation" in the identical form to which this certificate is attached.)

IN WITNESS WHEREOF, Florida Rock Products Corporation has caused this Certificate to be subscribed in its corporate name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 27th day of February, A. D. 1970 at Jacksonville, Florida.

FLORIDA ROCK PRODUCTS CORPORATION

By  its President

Attest:  Secretary

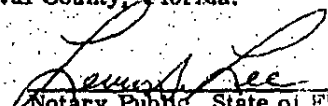


STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned, a notary public in and for the State of Florida at Large, an officer duly authorized to take acknowledgments of deeds and other instruments, personally appeared Thompson S. Baker, President of Florida Rock Products Corporation, a corporation, and also personally appeared George L. Rosborough, Jr., Secretary of said corporation, and the said persons being severally well known to me and known by me to be the same individuals who as such President and as such Secretary executed the above Certificate on behalf of said corporation; and he, the said President, acknowledged that as such President he subscribed the said corporate name to said Certificate on behalf and by authority of said corporation, and he, the said Secretary, acknowledged that he affixed the seal of said corporation to said Certificate and attested the same by subscribing his name as Secretary of said corporation, by authority and on behalf of said corporation, and the two persons above named acknowledged that they, as such President and Secretary, delivered said Certificate, by authority and on behalf of said corporation and that all such acts were done freely and voluntarily and for the uses and purposes in said Certificate set forth and that such Certificate is the free act and deed of said corporation; and each of the said persons further acknowledged and declared that he knows the seal of said corporation, and that the seal affixed to said Certificate is the corporate seal of the corporation aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 27 day of February, A. D. 1970 at Jacksonville, Duval County, Florida.


Notary Public, State of Florida at Large
My Commission Expires: December 26, 1971

CERTIFICATE OF INCORPORATION

OF

SHANDS & BAKER, INC.,
a Florida corporation

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be SHANDS & BAKER, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and carried on by this corporation and the objects and purposes proposed are as follows:

To lease, build, own and operate quarries, plants and mills for the mining, refining and processing of rock, sand, and other construction and agricultural products and aggregates, and to sell and dispose of such products of every description, either those produced

by it from its own properties or those produced by others, and either as the owner thereof or as agent or broker . . . ers.

To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work upon roads, streets, highways, bridges, power plants, industrial plants and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavations, and rock, sand, cement, asphalt, iron, steel, wood, masonry, mechanical, electrical, and earth construction and installations, to make, execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with the matters aforesaid.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

To purchase, take, acquire, hold, own, use, deal in, sell, lease, exchange, transfer, mortgage, pledge, or in any manner dispose of or encumber, and to deal and trade generally in wares, merchandise, personal property, franchises, copyrights, trademarks, licenses, and real property of every kind, class and description, or

any interest therein, without limitation as to amounts, within or without the State of Florida and other states, territories, or dependencies of the United States, in foreign countries and in any part of the world.

To purchase, lease, or otherwise acquire, for cash or on terms of credit, real estate in the State of Florida, or elsewhere; to own, lease, and operate one or more homes, hotels, or motor courts and all adjuncts and accessories thereto including restaurants and barber shops, and to furnish amusements therefor; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels or tourist courts.

To purchase, lease, acquire, and hold such real estate, buildings, and warehouses as may be advantageous to carrying on its business.

To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, corporation or association; to pay for the same in cash, stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct and management of such business; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or any bonds, securities, or evidence of indebtedness created by any other corporation, or corporations in this state, or any other state, country, nation or government; and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government, or colony or dependency thereof, and without limits as to the amounts; to draw, maintain, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

To have offices, conduct its business and promote its objects within and without the State of Florida, and in other states, District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction as to place or amount.

To purchase, hold, and re-issue the shares of its capital stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees, and directors and others as the directors may deem to be in the interest of the corporation.

To enter into partnership or to enter into a joint venture with any other person, corporation, partnership, or other legal entity, whether created under the laws of Florida or of any other state, country or jurisdiction, for any of the foregoing objects and purposes of this corporation.

In general, to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, partners (either limited or general, in either the mining business or any other business), joint venturers, contractors or otherwise, and either alone or in the company with others.

Generally, to have and be possessed with all of the privileges and powers granted or which may hereafter be granted to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and as powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III CAPITAL STOCK

1. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock, with the par value of \$.10 per share.

2. Each stockholder having voting rights shall have one vote for each share of stock having voting power. Stockholders shall have no cumulative voting rights in any election of directors of this corporation.

3. No stock shall be issued until the consideration for such stock has been fully paid, and when so paid shall be issued as fully paid and non-assessable. All or any part of the consideration for stock of the corporation may be paid in by, or used for the purchase of, real, personal, or intangible property, labor or services, or any combination thereof, at a just valuation thereof as determined by the Board of Directors of the corporation at any regular meeting or at any special meeting pursuant to due notice as provided in the by-laws of the corporation.

4. No holder of common stock of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, nor to any securities convertible into stock or securities of the corporation, nor to any options or warrants to acquire such stock or securities issued or sold; nor any right of subscriptions to any thereof.

5. The corporation shall not be required to issue certificates representing any fraction or fractions of a share of stock of any class but may issue in lieu thereof one or more non-dividend-bearing and non-voting scrip certificates in such form or forms as shall be approved by the Board of Directors, each representing a fractional interest in respect of one share of stock. Such scrip

certificates upon presentation together with similar scrip certificates representing in the aggregate an interest in respect of one or more full shares of stock shall entitle the holders thereof to receive one or more full shares of stock of the class and series, if any, specified in such scrip certificates. Such scrip certificates may contain such terms and conditions as shall be fixed by the Board of Directors, and may become void and of no effect after a period to be determined by the Board of Directors and to be specified in such scrip certificates.

6. The corporation, by resolution or resolutions of its Board of Directors, shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or any other securities of the corporation, warrants, conversion privileges, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes or any other securities of the corporation, or to convert any other securities of the corporation into common stock of the corporation, such warrants, conversion privileges, rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices (not less than the minimum amount prescribed by law, if any) at which any such warrants, convertible securities, rights or options may be issued and any such shares or other securities may be purchased from the corporation, upon the exercise of any warrant, conversion privilege, right or option shall be such as shall be fixed and stated in the resolution or resolutions of the Board of Directors providing for the creation and issue of

such warrants, convertible securities, rights or options. The Board of Directors is hereby authorized to create and issue any such warrants, convertible securities, rights or options, from time to time, for such consideration, and to such persons, firms or corporations, as the Board of Directors may determine.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be \$100,000.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation, which was formerly known as Florida Rock Products Corporation, shall have perpetual existence.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be at 744 Riverside Avenue, Jacksonville, Duval County, Florida, but it shall have the right to move said office to any other place within the State of Florida, and it shall have the right to establish branch offices at other places within or without the State of Florida and within or without the United States of America.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than three (3) nor more than ten (10). The number of directors to serve in any year shall be determined by the stockholders at their annual meeting prior to the election of directors to serve for such year.

ARTICLE VIII
DIRECTORS

The names and street addresses of the Board of Directors of this corporation who shall hold office from the date of this amended Certificate of Incorporation and for the ensuing year of its existence and until their successors are elected and qualified, shall be:

| | |
|-------------------|---|
| William A. Shands | 744 Riverside Avenue Jacksonville, Florida 32204 |
| Thompson S. Baker | 744 Riverside Avenue Jacksonville, Florida 32204 |
| Edward L. Baker | 744 Riverside Avenue Jacksonville, Florida 32204 |

ARTICLE IX
OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers, with such titles, as may be prescribed by the Board of Directors, all of whom shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors and may be removed at any time either with or without cause, by the Board of Directors.

ARTICLE X
SUBSCRIBERS

The name and post office address of each original subscriber and the number of shares of formerly authorized common stock, without nominal or par value (as authorized at the date of formation of this corporation at which time it was known as Florida Rock Products Corporation) which each agreed to take were as follows:

| | | |
|----------------------|--------------------------------|---------|
| Howard P. Macfarlane | P. O. Box 1531, Tampa, Florida | 1 share |
| Frank P. Ingram | P. O. Box 1531, Tampa, Florida | 1 share |
| Delphin A. Arduengo | P. O. Box 1531, Tampa, Florida | 1 share |

ARTICLE XI
INDEMNIFICATION

Any person made a party to an action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation or of any corporation which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may otherwise be entitled. Without limiting the generality of the foregoing, the corporation shall indemnify and hold harmless each person who is or was a director.

officer or employee of the corporation, or who may have served at its request as a director, officer or employee of another corporation of which the corporation owns direct or indirectly shares of stock, or of which the corporation is a creditor or a member, or to which it is a contributor, against expenses, including, without limitation, attorneys' fees, disbursements, and costs, actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, whether civil or criminal, or in connection with any appeal therein, in which he is made a party by reason of being or having been a director, officer or employee of the corporation, or a director, officer or employee of such other corporation and against the amounts of judgments, fines or penalties resulting from any such action, suit or proceeding, and against sums paid in settlement of any such action, suit or proceeding, when the settlement appears to be in the interest of the corporation as determined by the Board of Directors, except that the corporation shall not indemnify him in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty, of negligence or misconduct in performance of his duty to the corporation; provided, however, that no judgment of conviction in any criminal action, suit or proceeding (whether based on a plea of guilty or nolo contendere or after trial) shall be deemed of itself to be an adjudication that the defendant has been guilty of negligence or misconduct in the performance of his duty to the corporation if he acted in good faith in what he considered to be the best interests of the corporation. The corporation's indemnity of any person who may have served at its request as a director, officer or employee of such other corporation shall be reduced by any amounts such person may collect from such other corporation. The foregoing

right to indemnity shall not exclude any other rights to which he may be entitled. If any part of this provision shall be found in any proceeding to be invalid or ineffective, the remaining provisions shall not be affected.

ARTICLE XII
SELF DEALING

No contract, act or other transaction between the corporation and any other person, firm or corporation shall be invalidated, vitiated or in any way affected by the fact that any one or more of the directors of the corporation is or are (i) a party or parties to or interested in such contract, act or transaction or (ii) interested in or a director or officer or directors or officers of such other corporation. Any director or directors individually or jointly may be a party or parties to or may be interested in any contract, act or transaction of this corporation or in which this corporation is interested. Each and every person who may become a director of this corporation is hereby relieved from any obligation to account for profits and from all other liability which might otherwise arise by reason of contracting with the corporation for the benefit of himself or any other person or any firm, association or corporation in which he may be in any way interested or in which he may be an officer or director. The foregoing provisions shall be applicable notwithstanding that the director or directors referred to shall have voted for or shall have been necessary to authorize the contract, act or transaction in question, or that he or they shall have been present or necessary to constitute a quorum at the meeting which authorized such contract, act or transaction.

IN WITNESS WHEREOF the incorporators above named
have hereunto set our hands and seals this 11th day of June, 1945.

HOWARD P. MACFARLANE (Seal)
Howard P. Macfarlane

FRANK P. INGRAM (Seal)
Frank P. Ingram

DELPHIN A. ARDUENGO (Seal)
Delphin A. Arduengo

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared HOWARD P. MACFARLANE, FRANK P. INGRAM and DELPHIN A. ARDUENGO, each of whom are well known to me to be the persons described in and who subscribed the foregoing certificate of incorporation, who severally acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this 11th day of June, 1945.

(Notarial Seal)

AUDREY HENDRIX
Notary Public State of Florida at Large
My Commission Expires: Apr. 14, 1949