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Articles of Merger

September 30, 1974

37 pgs.

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(dad)

1-44/2/8 (dad)

2/56

GENERAL OFFICE 155 East 21st Street / P.O. Box 4667 / Jacksonville, Florida 32201 / (904) 355-1781

FLORIDA ROCK INDUSTRIES INC Specialty Ready-Mix Concrete, Construction Products and Transportation

December 9, 1974

Secretary of State
Corporation Division
The Capitol
Tallahassee, Florida 32304

Dear Sir:

In reviewing the Merger Agreement among Pro-Corr, Inc., Industrial Distributors, Inc. and Florida Rock Industries, Inc., filed in the office of the Secretary of State of Florida on September 30, 1974, I have noticed that the Certificate of Incorporation of Florida Rock Industries, Inc. attached thereto as Exhibit A is an outdated certificate. The instrument which should have been attached as Exhibit A is the Restated Certificate of Incorporation, a copy of which is attached and labeled as Exhibit A. If you would be so kind as to insert the correct certificate, I would greatly appreciate it.

Thanking you in advance, I am

Sincerely yours,

FLORIDA ROCK INDUSTRIES, INC.

John D. Baker II
John D. Baker, II

JDB, II:cwm
Attachment



Secretary of State

STATE OF FLORIDA
"THE GARDEN"
TALLAHASSEE, FLORIDA
1845-1918-1918

Dorothy W. Glisson
SECRETARY OF STATE

September 24, 1974

FILED
SEP 30 3 42 PM '74

John D. Baker, II
Florida Rock Industries Inc.
P. O. Box 100
Tallahassee, Fla. 32301

004788-8160 STATE
TAL 0167031-0816A
Please refer to the number of the correspondence
regarding this corporation

Subject: FLORIDA ROCK INDUSTRIES, INC.

Returned Nil, Pending _____, Check acknowledged 025.00

1. NAME IS NOT AVAILABLE.
2. Name must include a corporate suffix, LTD. or LIMITED is not acceptable.
3. BALANCE DUE:
4. Complete address for (a) principal place of business, (b) directors, (c) subscribers, (d) resident agent, must include a street address, rural route or highway.
5. The number of directors the corporation shall have must be shown with a state at designating the total number.
6. Your articles state that there shall be _____ directors (initially) however, you have listed _____.
7. Notary public's acknowledgement is incomplete.
8. Notary public's acknowledgement is not acceptable. (See attached memorandum).
9. All subscribers must sign and their signatures must be notarized.
10. Resident agent must be designated at the time of filing. See attached for instructions.
11. All subscribers signing must be listed in Article _____.
12. If your corporation is not to have directors, you must clearly state that it will operate as a "Close Corporation", 608.72, F.S., and that the affairs of the corporation are to be managed by the stockholders.
13. The copy must be legible for microfilm purposes.
14. The effective date is not acceptable: (a) The articles were not received in this office within five days of the date of notarization; (b) The effective date is prior to the date of notarization.

xx Our records reflect
15. the following information.
Florida Rock Industries, Inc.
stock- 2,000,000 shares @
10¢/share. Pro-Corr, Inc.
date of incorporation-
November 17, 1967.
Please correct wherever
this is in error.

Sincerely,

Dorothy W. Glisson
Secretary of State

By *Nettie F. Sims*
Nettie F. Sims, Chief
Bureau of Corporation

NFS/

Corp 84
1-1-74

MERGER AGREEMENT

THIS AGREEMENT made and entered into this 5th day of September, 1974 by and between FLORIDA ROCK INDUSTRIES, INC., PRO-CORR, INC., and INDUSTRIAL DISTRIBUTORS, INC., each Florida corporations, hereinafter collectively sometimes called the "Constituent Corporations"

Recitals

This is an agreement for the merger of the Constituent Corporations under the provisions of Chapter 608, Florida Statutes, and within the meaning of Section 305(b)(1)(A) of the Internal Revenue Code of the United States of America.

Florida Rock Industries, Inc. is a corporation organized and existing under the laws of the State of Florida, having been incorporated on June 15, 1945. The authorized capital stock of Florida Rock Industries, Inc. consists of 10,000,000 shares of common stock, par value \$10 per share. There are issued and outstanding 4,026,761 shares of said stock. No additional shares of stock of Florida Rock Industries, Inc. shall be issued or delivered under this Merger Agreement and all shares of Florida Rock Industries, Inc. outstanding upon the effective date of this merger shall remain outstanding and shall continue to be shares of the surviving corporation.

Pro-Corr, Inc. is a corporation organized and existing under the laws of the State of Florida having been incorporated on November 17, 1967. The authorized capital stock of Pro-Corr, Inc. consists of 25,000 shares of common stock, par value \$10.00 per share, 15,000 of which shares are issued and outstanding, all of which are owned by Florida Rock Industries, Inc.

Industrial Distributors, Inc. is a corporation organized and existing under the laws of the State of Florida having been incorporated on July 19, 1966. The authorized capital stock of Industrial Distributors, Inc. consists of 100 shares of common stock, par value \$10.00 per share, all of which shares are issued

and outstanding and are owned by Florida Rock Industries, Inc.

The Boards of Directors of the Constituent Corporations deem this merger desirable and in the best interest of the corporation and of their respective stockholders. The Board of Directors of Florida Rock Industries, Inc. has approved and adopted this Merger Agreement by resolution duly adopted by a majority of such Board of Directors, and have directed that this Merger Agreement be executed in its name and on its behalf, without the submission of this Merger Agreement to a vote of the stockholders of Florida Rock Industries, Inc. as permitted by Section 608.20(3), Florida Statutes, (Section 5 of Chapter 69-23, Laws of Florida, Acts of 1969) in that the Merger Agreement does not change the name or authorized shares of any class of stock or otherwise amend the Certificate of Incorporation of Florida Rock Industries, Inc., which is the surviving corporation, and no additional shares of the authorized but unissued shares of common stock, par value \$1.00 per share, of Florida Rock Industries, Inc. are to be issued or delivered under the Merger Agreement.

The respective Boards of Directors of Pro-Conn. L. and Industrial Distributors, Inc. have approved this Merger Agreement by resolution duly adopted by a majority of the directors of each, and have directed that this Merger Agreement be submitted to their sole stockholder 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 Industries, Inc. with all the purposes, powers and privileges vested in or to it, shall continue unaffected by the merger, and the corporate identity, name, general powers, all the purposes and powers and objects

of Pro-Corr, Inc. and Industrial Distributors, Inc. shall be merged into Florida Rock Industries, Inc. and Florida Rock Industries, Inc. shall, as the corporation surviving the merger, be fully vested therewith. The separate existence and corporate organization of Pro-Corr, Inc. and Industrial Distributors, Inc. shall cease as soon as the merger shall become effective as herein provided, and thereupon, Pro-Corr, Inc., Industrial Distributors, Inc. and Florida Rock Industries, Inc. shall be a single corporation, to-wit: Florida Rock Industries, Inc. Such corporation being hereinafter sometimes referred to as the Surviving Corporation.

2. The initial street address in the State of Florida of the principal office of the Surviving Corporation shall be 155 East 21st Street, Jacksonville, Florida 32206.

3. This Agreement has been adopted by Florida Rock Industries, Inc. in accordance with the provisions of Section 608.20(5), Florida Statutes, (Section 5 of Chapter 23, Laws of Florida, Acts of 1969) and such fact shall be certified upon this Merger Agreement by the secretary of Florida Rock Industries, Inc. under the seal thereof. This agreement shall continue in effect and the merger shall become effective if the agreement is adopted by the sole stockholder of Pro-Corr, Inc. and Industrial Distributors, Inc. as provided herein in paragraph 15 hereof. Upon such adoption that fact shall be certified upon this Merger Agreement by the Secretary or Assistant Secretary of both Pro-Corr, Inc. and Industrial Distributors, Inc. under their respective corporate seals. Thereupon, complying under the General Corporation 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.

4. The merger shall become effective on the last day of the month in which this executed Merger Agreement is filed with

the Secretary of State of the State of Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger."

5. The Certificate of Incorporation of the Surviving Corporation shall be the present Certificate of Incorporation of Florida Rock Industries, Inc., 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 statute, and all rights conferred upon the stockholders of the Surviving Corporation are granted subject to this reservation. A copy of said Certificate of Incorporation of Florida Rock Industries, Inc. is attached hereto marked "Exhibit A," and by this reference made a part hereof.

6. Upon the effective date of this merger, the bylaws of Florida Rock Industries, Inc. shall be the bylaws 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 bylaws.

7. The names and initial street addresses of the directors of the Surviving Corporation who shall hold office from the effective date of the merger until the next 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 bylaws of the Surviving Corporation, are as follows:

<u>Name</u>	<u>Initial Street Address</u>
Thompson S. Baker	155 East 21st Street Jacksonville, Florida 32206
Edward L. Baker	155 East 21st Street Jacksonville, Florida 32206
William J. Yicklin, Jr.	155 East 21st Street Jacksonville, Florida 32206
C. W. Shepherdson	155 East 21st Street Jacksonville, Florida 32206

Frank M. Hubbard	729 Alha Drive Orlando, Florida
Luke E. Pichthorn, III	111 Prospect Street Stamford, Connecticut
Sam J. Dell	255 N. W. 7th Road Gainesville, Florida
W. Thomas Rice	500 Waters Street Jacksonville, Florida 32202

8. Upon the effective date of the merger, the principal officers of the Surviving Corporation, as provided in the bylaws, 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 bylaws of the Surviving Corporation.

9. 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 bylaws of the Surviving Corporation.

10. The amount of capital with which the Surviving Corporation will begin business on the effective date of the merger shall be the sum of \$462,676.16, being the par value of all par value stock now outstanding and to be outstanding when the merger is completed.

11. This agreement and merger may be terminated by resolution of the Board of Directors of Florida Rock Industries, Inc. at any time prior to the merger becoming effective.

12. This agreement may be executed in any number of counterparts, each of which shall be original and shall be signed in the manner provided by the laws of the State of Florida, by a majority of the members of the Board of Directors of the Constituent Corporations, under the corporate seal of the Constituent Corporation.

uent Corporations, and shall be submitted to a meeting of stockholder of record of Pro-Corr, Inc. and Industrial Distributors, Inc. for adoption by not less than a majority of the stock entitled to vote thereon. The Secretary or Assistant Secretary of Pro-Corr, Inc. and Industrial Distributors, Inc. shall certify the fact of such stockholder approval on this agreement under the corporate seal of each such corporation. 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 INDUSTRIES, INC.

(CORPORATE SEAL)

By Edward H. Baker
Its President

Attest: Ed J. [Signature]
Its Secretary

INDUSTRIAL DISTRIBUTORS, INC.

(CORPORATE SEAL)

By Robert P. [Signature]
Its President

Attest: Ed J. [Signature]
Its Secretary

PRO-CORR, INC.

(CORPORATE SEAL)


By Ed J. [Signature]
Its President

Attest: Ed J. [Signature]
Its Secretary

CERTIFICATE OF SECRETARY
OF FLORIDA ROCK INDUSTRIES, INC.

I, GEORGE L. ROSBOROUGH, JR., the Secretary of Florida Rock Industries, 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, 155 East 21st Street, Jacksonville, Florida, at 10:00 o'clock A. M., on September 4, 1974, at which all of the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Industries, Inc., Pro-Corr, Inc., and Industrial Distributors, Inc., all of which are Florida corporations, was approved and adopted by the unanimous vote of said directors, and signed by a majority of the directors, and in accordance with Section 608.20(3), Florida Statutes (Section 3 of Chapter 69-23, Laws of Florida, Act of 1969) no vote of stockholders of Florida Rock Industries, Inc., being the surviving corporation of the merger, was held in that the Merger Agreement does not change the name, or authorized shares of any class, or otherwise amend the Certificate of Incorporation of Florida Rock Industries, Inc. and the authorized unissued shares of the common stock, par value \$.10 per share, none of which are to be issued or delivered under the plan of the merger, shall remain outstanding and shall continue to be shares of Florida Rock Industries, Inc.

WITNESS my hand and the seal of this corporation, this 4th day of September, 1974.


Secretary

(CORPORATE SEAL)

CERTIFICATE OF SECRETARY
OF INDUSTRIAL DISTRIBUTORS, INC.

I, GEORGE L. ROSBOROUGH, JR., the Secretary of Industrial Distributors, Inc., a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation, duly called and held at 155 East 21st Street, Jacksonville, Florida, at 9:30 o'clock A. M. on September 5, 1974, at which all the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Industries, Inc., Pro-Corr, Inc. and Industrial Distributors, Inc., all Florida corporations, including the Certificate of Incorporation of Florida Rock Industries, Inc., attached as Exhibit 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 155 East 21st Street, Jacksonville, Florida, at 9:45 o'clock A. M. on September 5, 1974, at which Florida Rock Industries, 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 this corporation, this 5th day of September, 1974.


Secretary

(CORPORATE SEAL)

CERTIFICATE OF SECRETARY
OF PRO-CORR, INC.

I, GEORGE L. ROSBOROUGH, JR., the Secretary of Pro-Corr, Inc., a Florida corporation, do hereby certify that at a meeting of the Board of Directors of said corporation duly called and held at 155 East 21st Street, Jacksonville, Florida, at 9:30 o'clock A. M., on September 5, 1974, at which all the directors were present after due and proper notice, the Merger Agreement attached hereto by and between Florida Rock Industries, Inc., Pro-Corr, Inc. and Industrial Distributors, Inc., all Florida corporations, including the Certificate of Incorporation of Florida Rock Industries, Inc., attached as Exhibit 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 155 East 21st Street, Jacksonville, Florida at 9:45 o'clock A. M., on September 5, 1974, at which Florida Rock Industries, 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 this corporation, this 5 day
of September, 1974


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 FLORIDA ROCK INDUSTRIES, 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 the 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 5th day of September 1974.

Calandra J. Whitman

Notary Public, State of Florida at Large
My commission expires Oct. 6, 1976
Bonded by Security Insurance Co. of Florida

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared BEN P. ALL, JR. and GEORGE L. ROSBOROUGH, JR. to me well known and known to me to be the President and Secretary respectively of INDUSTRIAL DISTRIBUTORS, INC., a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement; and he, the said Ben P. All, Jr. as such President of said corporation, duly executed the 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 5th day of September, 1974.

Coland H. Whitman

Notary Public, State of Florida at Large
My commission expires Dec 6, 1974
Bonded by Security Insurance Co. of Florida

STATE OF FLORIDA
COUNTY OF MIAMI

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized to take acknowledgments, personally appeared DAVID L. BAKER and GEORGE L. ROSEBOROUGH, III, to me well known, and known to me to be the President and Secretary respectively, of PRO-CORR, INC., a Florida corporation, one of the corporations described in and which executed the foregoing Certificate and Merger Agreement, and he, the said David L. Baker as such President of said corporation, duly executed the 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. Roseborough, 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.

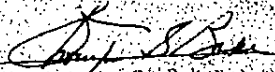
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5th day of September 1974

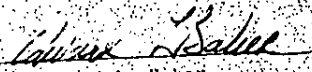
Leland H. Hutchinson

Notary Public, State of Florida at Large
My Commission Expires Oct. 6, 1974
Rouse, Security Service Co. of Florida


APPROVAL BY THE BOARD OF DIRECTORS

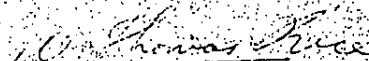
We approve, enter into and sign the foregoing
Merger Agreement between Florida Rock Industries, Inc.,
Pro-Corr, Inc. and Industrial Distributors, Inc.


Thomson S. Baker


Edward L. Baker

William J. Hicklin, Jr.

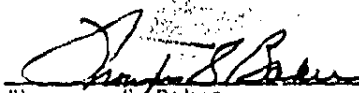

Luke E. Fitchhorn, III



W. Thomas Rice

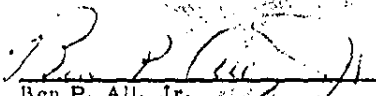
Being a majority of the Board
of Directors of Florida Rock
Industries, Inc.

APPROVAL BY THE BOARD OF DIRECTORS

We approve, enter into and sign the foregoing Merger Agreement
between Florida Rock Industries, Inc., Pro-Corr, Inc. and Industrial
Distributors, Inc.


Thompson S. Baker

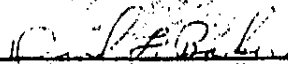

Edward L. Baker


Ben P. All, Jr.

Being a majority of the Board of Directors
of Industrial Distributors, Inc.

APPROVAL BY THE BOARD OF DIRECTORS

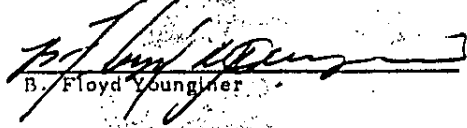
We approve, enter into and sign the foregoing Merger Agreement
between Florida Rock Industries, Inc., Pro-Corr, Inc., and Industrial
Distributors, Inc.



David L. Baker



Edward L. Baker



B. Floyd Youngler

Being a majority of the Board of Directors
of Pro-Corr, Inc.

RESTATED
CERTIFICATE OF INCORPORATION
OF
FLORIDA ROCK INDUSTRIES, INC.

FILED
JUN 21 1972
TALLAHASSEE
FLORIDA

The undersigned President and Secretary of Florida Rock Industries, Inc. execute, acknowledge and certify that this corporation was formed under the laws of the State of Florida as a corporation for profit on June 13, 1943, under the name Florida Rock Products Corporation; that the name was changed, effective with the close of business on March 31, 1970, to Shands & Baker, Inc; that the name was further changed, effective with the close of business on March 31, 1972 to Florida Rock Industries, Inc.; that this Restated Certificate of Incorporation of Florida Rock Industries, Inc. was duly adopted by the Board of Directors on June 22, 1972; that it only restates and integrates and does not further amend the provisions of the Certificate of Incorporation as heretofore amended, and that there is no discrepancy between those provisions and the provisions of this Restated Certificate. There is omitted from this Restated Certificate the provisions which named the incorporators, the original Board of Directors and the original subscribers for shares.

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 of others.

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

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

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, the 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 a 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 along 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

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

per share, and such number of shares of preferred stock as the board of directors, or executive committee, may, in accordance with the provisions of Section 608.14, Florida Statutes, and without further stockholder action, by resolution or resolutions, from time to time authorize to be issued, upon the filing of a certificate as to such resolution or resolutions, with the Department of State of the State of Florida.

B. Each stockholder holding common stock shall have one vote for each share of common stock. Stockholders holding common stock shall have no cumulative voting rights in any election of directors of this corporation.

C. 1. The shares of preferred stock shall be of one class and may be issued in one or more series at one time or from time to time as the board of directors or executive committee may determine.

2. Shares of preferred stock and any series thereof shall have such relative rights and preferences with regard to dividend rates, redemption rights, conversion privileges, with such voting powers, full or limited, or without voting powers and with such other distinguishing characteristics, including designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the board of directors or executive committee (and as are not in contravention of this certificate of incorporation, or any amendment thereto), including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the board of directors or executive committee in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the board of directors or executive committee.

(b) The dividend rate or rates, if any, on the shares of such series and the relation which any such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, the terms and conditions upon which and the periods in respect of which any such dividends shall be payable, whether and upon what conditions any such dividends shall be cumulative, and if cumulative, the date or dates from which dividends shall accumulate, whether the shares of such series shall be limited in dividends, if any, or whether they shall or may participate in dividends over and above the dividend rate, if any, provided for the shares of such series, and whether any such dividends shall be payable in cash, in shares of such series, in shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, or in other property, or in more than one of the foregoing.

(c) Whether the shares of such series shall be redeemable, the limitations and restrictions

with respect to such redemption, the time or times when, the price or prices at which and the manner in which such shares shall be redeemable, including the manner of selecting shares of such series for redemption if less than all shares are to be redeemed.

(d) The rights to which the holders of shares of such series shall be entitled, and the preferences, if any, over any other series (or of any other series over such series), upon the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the corporation, which rights may vary depending on whether such liquidation, dissolution, distribution or winding-up is voluntary or involuntary; may vary at different dates; and may vary otherwise.

(e) Whether the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions such purchase, retirement or sinking fund shall be cumulative or noncumulative, the extent to which and the manner in which such fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof.

(f) Whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, and, if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange.

(g) Subject to the provisions of paragraph B of Article III as to voting rights, the voting powers, full and/or limited, if any, of the shares of such series; and whether and under what conditions the shares of such series (alone or together with the shares of one or more other series, or similar provisions) shall be entitled to vote separately as a single class.

(h) Whether the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance or as to the powers, preferences or rights of any such other series.

(i) Any other preferences, privileges and powers, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series, as the board of directors or executive committee may deem advisable

and as shall not be inconsistent with the provisions of
this certificate of incorporation.

3. No dividends shall be paid or declared or set apart for payment on any particular series of preferred stock in respect of any period unless accumulated dividends shall be or shall have been paid, or declared and set apart for payment, pro rata on all shares of preferred stock at the time outstanding of each other series which ranks equally as to dividends with such particular series, so that the amount of dividends declared on such particular series shall bear the same ratio to the amount declared on each such other series as the dividend rate of such particular series shall bear to the dividend rate of such other series.

4. Whenever any shares of preferred stock are redeemed or otherwise retired, other shares may be issued in lieu thereof by the board of directors or executive committee as part of the series of which they were originally a part or as they may be reclassified into and reissued as part of a new series, or as a part of any other series, all subject to the protective conditions or restrictions of any outstanding series of preferred stock and for such considerations as may be fixed by the board of directors or executive committee.

D. 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 nonassessable. 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 or executive committee 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.

E. 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.

F. 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 or executive committee, 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 or the executive committee, and may become void and of no effect after a period to be determined by the board of directors or executive committee and to be specified in such scrip certificates.

G. The corporation, by resolution or resolutions of its board of directors or executive committee, 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 or executive committee. 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 or executive committee providing for the creation and issue of such warrants, convertible securities, rights or options. The board of directors or executive committee 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 or executive committee 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 \$247,323.40.

ARTICLE V

CORPORATE EXISTENCE

This 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

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 or executive committee and shall serve at the pleasure of the board of directors or executive committee and may be removed at any time with or without cause, by the board of directors or executive committee.

ARTICLE IX

INDEMNIFICATION

A. The corporation shall indemnify and hold harmless each person, his heirs, executors and administrators, who shall serve at any time as a director or officer of the corporation or, at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, from and against any and all claims and liabilities to which such person shall have become subject by reason of his being or having heretofore or hereafter been a director or officer of the corporation, or of any other such corporation, partnership, joint venture, trust, or other enterprise, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person as such director or officer, such indemnification to be in accordance with the laws of the State of Florida as now in existence or as hereafter amended.

B. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of

the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

C. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article IX or refusing to do so, in reliance upon the advice of counsel.

D. If any part of this Article IX shall be found in any proceeding to be invalid or ineffective, the remaining provisions shall not be affected.

ARTICLE X SELF DEALING

No contract, act or other transaction between the corporation and any other person, firm or corporation in the absence of fraud, 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 in the absence of fraud, 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 in the absence of fraud, 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, Florida Rock Industries, Inc. has caused this Restated Certificate of Incorporation to be subscribed in its corporate name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 22 day of June, 1972, at Jacksonville, Duval County, Florida.

FLORIDA ROCK INDUSTRIES, INC.

By Edward L. Baker
Edward L. Baker, President

ATTEST:

By George L. Rosborough, Jr.
George L. Rosborough, Jr.
Secretary

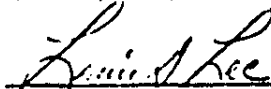
(Corporate Seal)

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 EDWARD L. BAKER, President of Florida Rock Industries, Inc., and also personally appeared GEORGE L. RUSHBOROUGH, JR., the Secretary of said corporation; 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 Restated Certificate of Incorporation on behalf of said corporation; and he, the said President, acknowledged that as such President he subscribed the said corporate name to said Restated Certificate of Incorporation on behalf and by authority of said corporation, and he, the said Secretary, acknowledged that he affixed the seal of said corporation to said Restated Certificate of Incorporation 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 Restated Certificate of Incorporation, 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 Restated Certificate of Incorporation set forth, and that such Restated Certificate of Incorporation 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 Restated Certificate of Incorporation is the corporate seal of the corporation aforesaid.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22 day of June, 1972, at Jacksonville, Duval County, Florida.



Notary Public, State of Florida at Large.
My Commission Expires: Dec 26, 1975