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Articles of Merger

October 28, 1975

32 pgs.

FLORIDA ROCK INDUSTRIES, INC.

No. F-04015

POST OFFICE BOX 4667

JACKSONVILLE, FLORIDA 32201

DATE OCT 17 71

Pay TO THE ORDER OF

EXACTLY 35.00 CTS

\$ 35.00

Secretary of State of Florida
State Capital
Tallahassee, Florida

OC
FLORIDA ROCK INDUSTRIES, INC.

Ruggles B. Carlson

FARMERS BANK OF JACKSONVILLE, N. A.
JACKSONVILLE, FLORIDA 32201

⑆004015⑆ ⑆0630⑉0004⑆ ⑆0⑉12⑉4630⑉3⑆

DETACH THIS VOUCHER BEFORE DEPOSITING CHECK

OCT 21-75 -2	46500 ****15.00
OCT 21-75 -2	46400 ****10.00
OCT 21-75 -2	46300 ****10.00

Recording of a Merger Agreement

Called in
10-23-75
Hold for merged agreement
Concrete Industries Inc
me

FILED
OCT 28 11 07 AM 1975
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA ROCK INDUSTRIES, INC.

P. O. BOX 4667 JACKSONVILLE, FLORIDA 32201

PRIVILEGE TAX	
C. TAX	
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SEARCH	35
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GENERAL OFFICE: 155 East 21st Street / P.O. Box 4667 / Jacksonville, Florida 32201 / (904) 355-1788

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



October 23, 1975

Honorable Bruce A. Smathers
Secretary of State
Department of State
State Capitol
Tallahassee, Florida

Attn: Corporate Division

Re: Florida Rock Industries, Inc.,
a Florida corporation, merger
with Concrete Industries, Inc.,
a Georgia corporation

OC'S

RECEIVED
OCT 27 3 31 PM '75
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACF
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Dear Sir:

I enclose for filing with your office, a fully executed Agreement of Merger between Florida Rock Industries, Inc., a Fla. corporation, and Concrete Industries, Inc., a Ga. corporation whereby, pursuant to Section 608.20, Florida Statutes, the two corporations are to be merged, with Florida Rock Industries, Inc., a Fla. corporation, the surviving corporation.

Please review and approve the Merger Agreement and file same with your office at your earliest convenience. I also enclose two (2) xerox copies of the Merger Agreement. After your approval and filing of the original agreement, please certify by certificate under your seal that the enclosed copies are true and correct copies of the Merger Agreement filed with your office. Please forward the certified copies to my attention at P. O. Box 4667, Jacksonville, Florida 32201.

Florida Rock Industries, Inc. check #F-04015, payable to the order of Secretary of State, in the amount of \$35.00 (see copy enclosed) for payment of the filing fee and the fee for the requested certified copies in this matter was inadvertently forwarded to your office on October 17, 1975, without a cover letter. My office has confirmed by telephone that the check has been received by your office and is being held, pending receipt of this letter with enclosures.

RUS H

GENERAL OFFICE
FLORIDA ROCK INDUSTRIES INC
P.O. Box 4667, Jacksonville, Florida 32201



Honorable Bruce A. Smathers
October 23, 1975
Page - Two -

Should you have any questions in connection with this matter,
please call me at the above number. Your assistance and cooperation
in this matter are greatly appreciated.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'John F. Tolson, Jr.', written in a cursive style.

John F. Tolson, Jr.
Corporate Counsel

JFTjr:mel
Enclosures



Bruce A. Brantner
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

Telephone Number
904/488-3140

FLORIDA ROCK INDUSTRIES INC.
P. O. Box 4667
Jacksonville, Fla. 32201

Charter Number:
1-44218
October 28, 1975

ATT: JOHN F. TOLSON, JR.

Subject: MERGE OF CONCRETE INDUSTRIES, INC. A GEORGIA CORP.
INTO & UNDER THE NAME OF FLORIDA ROCK INDUSTRIES, INC.
This will acknowledge receipt of the following documents for the above captioned corporation:

- 1. Check in the amount of \$ 35
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- 4. Articles of Merger or Consolidation
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership
- 7. Trademark Application

ENCLOSED:

- 1. Certified Copy(ies)
- 2. Certificate(s) under Seal
- 3. Photocopy(ies)
- 4. Other

Filed: 10-28-75

Sincerely,

Nettie F. Sims

Nettie F. Sims, Chief
Bureau of Corporation Records

NFS/s

Enclosures:

PLAN OR AGREEMENT OF MERGER
AND
ARTICLES OF MERGER

THIS AGREEMENT, made and entered into this 1st day of October, 1975 by and between FLORIDA ROCK INDUSTRIES, INC., a Florida corporation (hereinafter "Florida Rock"), and CONCRETE INDUSTRIES, INC., a Georgia corporation (hereinafter "Concrete Industries"), (hereinafter collectively "Constituent Corporations") for the purpose of merging Concrete Industries into Florida Rock within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of the United States of America, and pursuant to the provisions of Chapter 608, Florida Statutes and Chapter 22-10, Georgia Business Corporations Code.

WITNESSETH:

WHEREAS, Concrete Industries is a wholly owned subsidiary of Florida Rock and it is deemed to be in the best interest of the Constituent Corporations to effect a merger of Concrete Industries into Florida Rock; and

WHEREAS, it is intended that this agreement be adopted and authorized by Florida Rock pursuant to Section 608.20(3) of Florida Statutes 1973, as amended; and

WHEREAS, it is intended that this agreement be approved, adopted and authorized by Concrete Industries pursuant to Section 22-1005 of Georgia Business Corporations Code; and

WHEREAS, the merger contemplated hereby will not change the name or authorized shares of any class of stock or otherwise amend the certificate of incorporation of Florida Rock and no additional shares of stock in Florida Rock are to be issued or delivered in connection with this merger;

WHEREAS, the authorized capital stock of Florida Rock consists of 10,000,000 shares of common stock, par value \$.10 per share and there are issued and outstanding 4,626,761 shares of said stock. No additional shares of stock of Florida Rock shall be issued or delivered under this merger agreement and all shares of Florida Rock outstanding upon the effective date of this merger shall

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OCT 28 11 1975
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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remain outstanding and shall continue to be shares of the surviving corporation;
and

WHEREAS, the authorized capital stock of Concrete Industries consists of 100,000 shares of common stock, par value \$10.00 per share, 55,920 of which shares are issued and outstanding, all of which are owned by Florida Rock;

N O W W H E R E F O R E

In consideration of the foregoing and the mutual agreements hereinafter set forth, the Constituent Corporations hereby agree that Concrete Industries shall be merged into Florida Rock and 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 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 Concrete Industries, 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 Concrete Industries, Inc. shall cease as soon as the merger shall become effective as herein provided, and thereupon, Concrete Industries, 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 must be adopted and authorized by a majority of the Board of Directors of Florida Rock Industries in accordance with the provisions of Section 608.20(3), Florida Statutes, (Section 3 of Chapter 69-23, Laws of Florida, Acts of 1969) and accordingly need not be submitted to shareholders of Florida Rock for approval because the merger does not change the name or

authorized shares of any class of stock or otherwise amend the certificate of incorporation of Florida Rock. The members of the Board of Directors shall indicate their approval of this agreement by signing Exhibit B attached hereto above their respective names. Upon approving the merger, the Board of Directors shall authorize the President or any Vice President and the Secretary or Assistant Secretary to sign this Agreement on behalf of Florida Rock. The Secretary of Florida Rock shall execute a certificate under the corporate seal reflecting the Board of Directors approval of this merger and its authorization of corporate officers to sign this agreement on behalf of Florida Rock which certificate shall include the number of directors voting for the merger, such certificate shall be attached to this Agreement as Exhibit C.

4. This Agreement must be adopted and authorized by a majority of the members of the Board of Directors of Concrete Industries in accordance with the provisions of Section 22-1005, Georgia Business Corporations Code and accordingly need not be submitted to shareholders of Concrete Industries for approval because of the parent subsidiary relationship of the Constituent Corporations with the parent corporation surviving the merger without change in its articles of incorporation. Upon approving the merger, the Board of Directors shall authorize the President or any Vice President and the Secretary or Assistant Secretary to sign this Agreement on behalf of Concrete Industries. The Secretary or Assistant Secretary of Concrete Industries shall execute a certificate under the corporate seal reflecting the Board of Directors approval of this merger and its authorization of corporate officers to sign this Agreement on behalf of Concrete Industries which certificate shall include the number of directors voting for the merger, such certificate shall be attached to this Agreement as Exhibit D.

5. Upon the adoption, authorization and signing of this merger agreement by the Constituent Corporations as provided above, this Agreement shall be deemed Articles of Merger and this Agreement with exhibits, shall be filed in the office of the Secretary of State of Florida, in compliance with the provisions of Chapter 608, Florida Statutes.

6. The merger shall be effective for all purposes when this executed

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Merger Agreement is filed with, and approved by the Secretary of State of the State of Florida, according to law. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger".

7. 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.

8. Upon the effective date of this merger, the By-laws of Florida Rock Industries, Inc. 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.

9. 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 By-laws 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. Hicklin, Jr.	155 East 21st Street Jacksonville, Florida 32206
C. J. Sheperdson	155 East 21st Street Jacksonville, Florida 32206
Frank M. Hubbard	729 Alba Drive Orlando, Florida

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Luke E. Fichthorn, III

111 Prospect Street
Stamford, Connecticut

Sam T. Dell

2333 N. W. 7th Road
Gainesville, Florida

W. Thomas Rice

500 Waters Street
Jacksonville, Florida 32202

Charles H. Denny, III

2516 S. W. 14th Drive
Gainesville, Florida 32601

10. The individuals serving as officers of Florida Rock on the effective date of this merger shall continue to serve as such officers of the Surviving Corporation from the effective date of the merger until their successors have been chosen or appointed and qualified according to law, the Certificate of Incorporation and the By-laws of the Surviving Corporation.

11. 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.

12. The amount of capital with which the Surviving Corporation will begin business on the effective date of the merger shall be the sum of \$462,676.10, being the par value of all par value stock now outstanding and to be outstanding when the merger is completed.

13. 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.

14. This agreement, when so adopted and authorized, 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. This 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 T. Baker
Its President

Attest: [Signature]
Its Secretary

CONCRETE INDUSTRIES, INC.

(CORPORATE SEAL)

By: [Signature]
Its President

Attest: [Signature]
Its Secretary

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STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized in the State and County aforesaid to take acknowledgments, personally appeared SHELTON O. MITCHELL and GEORGE L. ROSBOROUGH, JR., well known to me to be the President and Assistant Secretary respectively, of CONCRETE INDUSTRIES, INC., a Georgia corporation, one of the corporations described in and which executed the foregoing Merger Agreement, they acknowledged executing the Merger Agreement on behalf of Concrete Industries, Inc. and that their execution thereof constitutes the act, deed and agreement of Concrete Industries, Inc. pursuant to authority duly vested in them by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of October, 1975.



Notary Public, State of Florida at Large

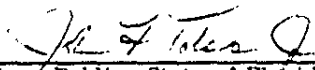
My Commission expires: 5/20/77

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STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, the undersigned authority, authorized in the State and County aforesaid to take acknowledgments, personally appeared EDWARD L. BAKER and GEORGE L. ROSBOROUGH, JR., well 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 Merger Agreement, they acknowledged executing the Merger Agreement on behalf of Florida Rock Industries, Inc. and that their execution thereof constitutes the act, deed and agreement of Florida Rock Industries, Inc. pursuant to authority duly vested in them by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of October, 1975.


Notary Public, State of Florida at Large

My Commission expires: 3/24/77

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RESTATED
CERTIFICATE OF INCORPORATION
OF
FLORIDA ROCK INDUSTRIES, INC.

FILED
JUN 23 10 31 AM '72
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, 1945, 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

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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.

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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 limitation 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 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

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

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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 having 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.

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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.

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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

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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 C. Rosborough, Jr.
George C. Rosborough, Jr.
Secretary

(Corporate Seal)

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EXHIBIT B
TO
AGREEMENT OF MERGER
BY AND BETWEEN
FLORIDA ROCK INDUSTRIES, INC.
AND
CONCRETE INDUSTRIES, INC.

SIGNATURE APPROVAL OF AGREEMENT OF MERGER BY MEMBERS
OF BOARD OF DIRECTORS OF FLORIDA ROCK INDUSTRIES, INC.

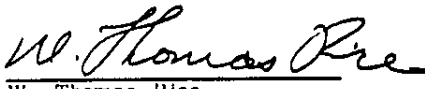

Thompson S. Baker


Luke E. Nichthorn, III


Edward L. Baker


Sam T. Dell


William J. Becklin, Jr.


W. Thomas Rice

C. J. Sheperdson


Charles H. Denny, III


Frank M. Hubbard

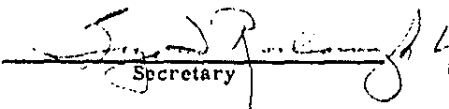
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EXHIBIT C

CERTIFICATE OF SECRETARY
OF FLORIDA ROCK INDUSTRIES, INC.

I, GEORGE L. ROSBOROUGH, JR., the Secretary of Florida Rock Industries, Inc., a Florida corporation (the "Company"), do hereby certify that at a meeting of the Board of Directors of the Company duly called and held at the office of said corporation, 155 East 21st Street, Jacksonville, Florida, at 9:00 o'clock A. M., on October 1, 1975, at which a quorum was present and acted throughout, the Merger Agreement to which this certificate is attached by and between the Company and Concrete Industries, Inc., was approved and adopted by the unanimous vote of said directors, and a majority of the directors signed Exhibit B to the Agreement indicating their approval thereof. 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 the Company is necessary to adopt and authorize the Merger Agreement because the Company is the surviving corporation of the merger, and the Merger Agreement does not change the name or change the authorized shares of any class, or otherwise amend the Certificate of Incorporation of the Company and no authorized but unissued shares or treasury shares of any class of the Company are to be issued or delivered under the plan of the merger. The President or any Vice President and the Secretary or Assistant Secretary were authorized to sign and deliver the agreement on behalf of the Company under its corporate seal.

WITNESS my hand and the seal of this corporation, this 1st day of
October, 1975.


Secretary

(CORPORATE SEAL)

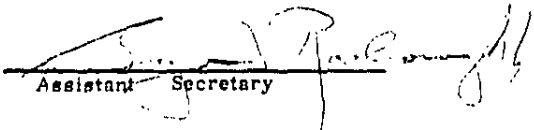
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EXHIBIT D

CERTIFICATE OF SECRETARY
OF CONCRETE INDUSTRIES, INC.

I, GEORGE L. ROSBOROUGH, JR., the Assistant Secretary of Concrete Industries, Inc., a Georgia corporation (the "Company"), do hereby certify that the Board of Directors of the Company by Unanimous Written Consent in Lieu of Special Meeting dated as of September 30, 1975, approved and adopted, the Merger Agreement to which this certificate is attached by and between Florida Rock Industries, Inc., and the Company and authorized the President or any Vice President and the Secretary or Assistant Secretary to sign and deliver the Merger Agreement on behalf of the Company under its corporate seal without submitting the Agreement of Merger for approval by the Company shareholders pursuant to Section 22-1005, Georgia Business Corporations Code.

WITNESS my hand and the seal of this corporation, this 15th day of
October, 1975.


Assistant Secretary

(CORPORATE SEAL)

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