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Articles of Merger

**September 28, 1992,
effective September 30,
1992**

7 pgs.

144218

GENERAL OFFICE: 155 East 21st Street / P.O. Box 4867 Jacksonville, Florida 32207 (904) 355-1781
FLORIDA ROCK INDUSTRIES INC Mining, Ready Mix Concrete, and Construction Products



September 25, 1992

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

-10/01/92--00011--001
MERGER'S
CERT/PHOTO COPY-----♦♦♦\$2.50
MERGER-----♦♦♦105.00
=====♦♦♦
TOTAL-----♦♦♦157.50

Re: Articles of Merger

9130192

WALKER - WILLIAMS
Dear Sir:

Enclosed are the original Articles of Merger and Plan of Merger and two copies whereby MPQ ACQUISITION CORP. and FRI-CPC ACQUISITION CORP. are merging into FLORIDA ROCK INDUSTRIES, INC. Please return a certified copy to my office.

Also enclosed is a Company check in the amount of \$157.50 to cover the cost of the following:

Filing fee for three corporations @ \$35.00 each = \$105.00
one certified copy @ \$52.50 each = 52.50
Total \$157.50

If there should be any questions concerning the above, I would appreciate your giving me a call at (904) 355-1781 ext. 7331

Thanks for your prompt attention to this matter.

Sincerely,

Dennis D. Frick
Associate Corporate Counsel

RECEIVED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA
1992 SEP 28 PM 3 51
FILED

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encls.

9/28/92
ADH 311F
ADH
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TAX 105
52.50
157.50

144218

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

MPQ ACQUISITION CORP.

Florida

M76949

FRI-CPC ACQUISITION CORP.

Florida

J94986

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

FLORIDA ROCK INDUSTRIES, INC.

Florida

144218

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: 9-28-92

Effective Date, if applicable: 9-30-92

Document Examiner: AJH

EFFECTIVE DATE

9/30/92

OK
9/30

FILED

1992 SEP 28 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF

MPQ ACQUISITION CORP.
(a Florida corporation)

and

FRI-CPC ACQUISITION CORP.
(a Florida corporation)

With and Into

FLORIDA ROCK INDUSTRIES, INC.
(a Florida corporation)
Their Parent Corporation

The undersigned hereby certify the adoption of the following Articles of Merger for the purpose of merging subsidiary corporations into their parent with the parent corporation surviving pursuant to Section 706.1104 Florida Statutes.

1. The corporations which are parties to the within merger (the "Merger") are MPQ Acquisition Corp. ("MPQ"), a Florida corporation, FRI-CPC Acquisition Corp. ("FRI-CPC"), a Florida corporation, and Florida Rock Industries, Inc. ("Florida Rock"), a Florida corporation.

2. MPQ and FRI-CPC are wholly owned subsidiaries of Florida Rock, the surviving corporation.

3. The Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger") was approved by the Board of Directors of Florida Rock, as the parent corporation, on September 1, 1992 and pursuant to Section 607.1104, approval of Florida Rock's shareholders is not required.

4. The Plan of Merger was approved by the respective Board of Directors of MPQ and FRI-CPC on September 1, 1992 and since all of the capital stock of both MPQ and FRI-CPC is owned by Florida Rock, the surviving corporation, pursuant to Section 607.1104 Florida Status, approval of MPQ's and FRI-CPC's shareholders is not required.

5. The effective date of the merger shall be September 30, 1992 unless the filing of these Articles of Merger with the Department of State of the State of Florida occurs after that date in which event the effective date shall be the date of said filing.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed by their duly authorized officers this 1st day of September 1992.

MPQ ACQUISITION CORPORATION

By: Edward L Baker
Its President
Edward Baker
By: John Z Tolson
Its Secretary

(Corporate Seal)

FRI-CPC ACQUISITION CORPORATION

By: Edward L Baker
Its President
By: John Z Tolson
Its Secretary

(Corporate Seal)

FLORIDA ROCK INDUSTRIES, INC.

By: John D Baker
Its President
John D. Baker
By: John Z Tolson
Its Secretary

OK
98

PLAN OF MERGER

Plan of Merger dated September 1, 1992 between FLORIDA ROCK INDUSTRIES, INC., hereinafter called the Surviving Corporation and MPQ Acquisition Corp. and FRI-CPC Acquisition Corp. hereinafter collectively called the Merged Corporations.

STIPULATIONS

A. Florida Rock Industries, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 155 East 21st Street, Jacksonville, Florida.

B. Florida Rock Industries, Inc. has authorized 20,000,000 shares of common stock \$.10 par value of which 9,198,533 shares are outstanding.

C. MPQ Acquisition Corp. is a corporation organized and existing under the laws of the State of Florida and it has authorized 1,000 shares of common stock \$.01 par value of which 1,000 shares are issued and held by Florida Rock Industries, Inc.

D. FRI-CPC Acquisition Corp. is a corporation organized and existing under the laws of the State of Florida and it has authorized 1,000 shares of common stock \$.10 par value of which 1,000 shares are issued and held by Florida Rock Industries, Inc.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that MPQ Acquisition Corp. and FRI-CPC Acquisition Corp. be merged into Florida Rock Industries, Inc. pursuant to Section 706.1104 Florida Statutes and Section 332 of the Internal Revenue Code.

The terms and conditions of the Merger shall be as follows:

1. Merger. On the effective date as defined below the Merged Corporations shall be merged with and into the Surviving Corporation in accordance with the provisions of Section 706.1104 Florida Statutes. The Surviving Corporation shall be and continue in existence and the separate corporate existences of the Merged Corporations shall cease.

2. Effective Date. The Merger shall be effective on September 30, 1992 unless the filing of this Plan of Merger with the Department of State of the State of Florida occurs after that date in which event the effective date shall be the date of filing with the Department of State.

3.. Effect of Merger on Outstanding Shares.

(a) On the effective date, all issued and outstanding shares of common stock of MPC Acquisition Corp. and FRI-CPC Acquisition Corp. shall be cancelled.

(b) The issued and outstanding shares of common stock of Florida Rock Industries, Inc. the surviving corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

4. Effect of Merger on Assets and Liabilities of the Merged Corporations. On the effective date, the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed of the Merged Corporations without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the merged Corporations and neither the rights of creditors nor any liens on the property of the Merged Corporations shall be impaired by the Merger.