

144218

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Articles of Amendment

February 7, 1995

7 pgs.

144218

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Florida Book Industries, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

2/7/95
ADH
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FOO 789,000

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
1) Cert. Copy(s)		
<i>Not Cert</i>		
Art. of Amend. File		
Dissolution/Withdrawal		
CUS		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate KR		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep		
FAX () pgs.		
SUBTOTALS		

1 00001 338431
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 *****35.00 *****35.00

Amend

FEE	_____
DISBURSED	_____
CHARGE	_____
TAX on corporate supplies	_____
SUBTOTAL	_____
PREPAID	_____
BALANCE DUE	\$ _____

95 FEB -7 PM 11:10
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>JW</i>	_____	_____

WALK-IN 26 110
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
 THANK YOU from Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1995

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: FLORIDA ROCK INDUSTRIES, INC.
Ref. Number: 144218

We have received your document for FLORIDA ROCK INDUSTRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a statement that the number of votes cast for the amendment by the shareholders were sufficient for approval.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 895A00004966

Corrected

RECEIVED
5576-7 AM 8:52
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA ROCK INDUSTRIES, INC.
(Document Number 144218)

FILED
95 FEB -7 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Edward L. Baker, Chairman of the Board of Directors of Florida Rock Industries, Inc., a Florida corporation, certifies pursuant to Section 607.1006, Florida Statutes, as follows:

1. The name of this corporation is Florida Rock Industries, Inc.
2. Attached is the text of the amendments to the Articles of Incorporation of Florida Rock Industries, Inc.

3. The Board of Directors of Florida Rock Industries, Inc., on December 7, 1994, adopted the amendments and, pursuant to Section 607.1003, Florida Statutes, recommended the amendments to the shareholders, and pursuant to due notice and with a quorum of 8,036,860 shares present in person or by proxy out of 9,486,722 shares outstanding and entitled to vote at the annual meeting of shareholders on February 1, 1995

(a) the amendment adopting a new ARTICLE XIV was duly adopted by the shareholders by a vote of 7027370 shares FOR (74.07% of the shares outstanding) and 213,836 shares AGAINST (2.25% of the shares outstanding).

(b) the amendment adopting a new ARTICLE XV was duly adopted by the shareholders by a vote of 4850810 shares FOR (51.13% of the shares outstanding) and 2,311,954 shares AGAINST (24.37% of the shares outstanding).

(c) The votes cast were sufficient for approval.
Executed this February 1, 1995.

FLORIDA ROCK INDUSTRIES, INC.

By: Edward L. Baker
Edward L. Baker, Chairman of
the Board of Directors

AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
FLORIDA ROCK INDUSTRIES, INC.

RESOLVED, that the shareholders approve and adopt new ARTICLE XIV to the Articles of Incorporation of Florida Rock Industries, Inc. to read as follows:

"ARTICLE XIV

"Control Share Law Not Applicable

"The provisions of Section 607.0902, Florida Statutes, 1993, as they may be amended, shall not apply to control-share acquisitions of shares of this corporation."

RESOLVED, that the shareholders approve and adopt new ARTICLE XV to the Articles of Incorporation of Florida Rock Industries, Inc. to read as follows:

"ARTICLE XV

"Certain Matters Relating to Shareholder Actions

"Section 1. Special Meeting of Shareholders. Pursuant to Section 607.0702, Florida Statutes, special meetings, of the shareholders may be called by the Board of Directors or by the President. In addition, the Secretary shall call a meeting if the holders of 50% (but not a lesser number) of all of the votes entitled to be cast on any issue proposed to be considered at the meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

"Section 2. Acting by Shareholders Without a Meeting Prohibited. Pursuant to, and as permitted by, Section 607.0704, Florida Statutes, the shareholders of this corporation are prohibited from taking action without a meeting, without prior notice and without a vote.

"Section 3. Nominations of Directors. After February 1, 1995 only persons who are nominated in accordance with the following procedures shall be eligible for election by the shareholders as Directors. Nominations of persons for election as Directors of the Company may be made at a meeting of shareholders at which Directors are being elected (i) by or at the direction of the Board of Directors and/or by or at the direction of any committee or person authorized or appointed by the Board of Directors or (ii) by any shareholder of the Company entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 3. Any nomination other than those governed by clause (i) of the preceding sentence shall be made pursuant to timely notice in writing to the Secretary of the Company. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the Company not less than 40 days prior to the meeting; provided, however, that in the event that less than 50 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of

business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such shareholder's notice to the Secretary shall set forth (a) as to each person whom the shareholder proposes to nominate for election as a Director (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of any shares of the Company or any subsidiary of the Company which are beneficially owned by such person, and (iv) any other information relating to such person that is required to be disclosed in solicitations for proxies for election of Directors pursuant to any then existing rule or regulation promulgated under the Securities Exchange Act of 1934, as amended; (b) the term and class of directors (as defined in ARTICLE VII) for which the nomination is made; and (c) as to the shareholder giving the notice (i) the name and record address of such shareholder and (ii) the class and number of shares of the Company which are beneficially owned by such shareholder. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee as a Director. No person shall be eligible for election as a Director unless nominated as set forth herein.

"The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

"Nothing contained herein shall prevent the Board of Directors from filling a vacancy including a vacancy resulting from an increase in the number of directors, as provided in ARTICLE VII.

"This ARTICLE XV may be amended or repealed only by the affirmative vote of the holders of at least a majority of the shares of stock of the corporation entitled to vote thereon; provided, however, if this ARTICLE XV shall be adopted by at least two-thirds of the shares of stock of the corporation entitled to vote thereon, this ARTICLE XV may be amended or repealed only by the affirmative vote of the holders of at least a two-thirds majority of the shares of stock of the corporation entitled to vote thereon."