

144218

Florida Department of State
Division of Corporations
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RESUBMIT

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MERGER OR SHARE EXCHANGE
FLORIDA ROCK INDUSTRIES, INC.

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October 17, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA ROCK INDUSTRIES, INC.
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

SUBJECT: FLORIDA ROCK INDUSTRIES, INC.
REF: 144218

RESUBMIT
Please give original
upon filing date on file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H12000250516
Letter Number: 012A00025595

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
MULE PEN QUARRY CORPORATION
INTO
FLORIDA ROCK INDUSTRIES, INC.**

October 11, 2012

In accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act (the "Act"), Florida Rock Industries, Inc., a Florida corporation, does hereby deliver these Articles of Merger for the purpose of merging Mule Pen Quarry Corporation, a Delaware corporation, with and into Florida Rock Industries, Inc. (the "Merger"), with Florida Rock Industries, Inc. being the surviving corporation in the Merger.

1. The Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A.
2. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on October 31, 2012.
3. Shareholder approval of the Merger was not required pursuant to Section 607.1104(1)(a) of the Act.
4. The Plan was adopted by Unanimous Written Consent of the Board of Directors of Florida Rock Industries, Inc., on October 11, 2012.

[Signature Page Follows]

Dated as of the date first above written.

FLORIDA ROCK INDUSTRIES, INC.

By: 

Name: Jerry F. Perkins Jr.

Its: Vice President

Exhibit A

Agreement and Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

of

MULE PEN QUARRY CORPORATION,
a Delaware corporation

Into

FLORIDA ROCK INDUSTRIES, INC.,
A Florida corporation**October 11, 2012**

Pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "Act"), Mule Pen Quarry Corporation, a Delaware corporation, and Florida Rock Industries, Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger as of the date first above written:

1. The names of the corporations that are parties to the merger are Mule Pen Quarry Corporation, a Delaware corporation ("Mule Pen"), the subsidiary corporation, and Florida Rock Industries, Inc., a Florida corporation ("Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, Mule Pen shall be merged into Florida Rock, with Florida Rock being the surviving corporation (the "Merger").
2. The name of the surviving entity is Florida Rock Industries, Inc.
3. Florida Rock is and will be a corporation organized and existing under the laws of the State of Florida. Immediately prior to the Merger, Florida Rock owns one hundred percent (100%) of the issued and outstanding capital stock of Mule Pen. The holder of the shares of Mule Pen is not required to vote with respect to the Merger.
4. The Merger shall become effective at 11:59 p.m., Eastern Daylight Time, on October 31, 2012 (the "Effective Time").
5. At the Effective Time of the Merger, the following shall occur:
 - (a) Florida Rock. By virtue of the Merger and without any action on the part of the holders thereof, the shares of common stock of Florida Rock then issued and outstanding will not be converted or altered in any manner and will remain outstanding as shares of common stock of Florida Rock. Without limiting the foregoing, the sole shareholder of Florida Rock immediately before the Effective Time will have the same number of shares of common stock in Florida Rock immediately thereafter.

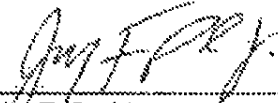
(b) Mule Pen. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of Mule Pen issued and outstanding at the Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in Florida Rock or otherwise) shall be paid therefor.

6. The shareholders of Mule Pen who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Act and Title 8, Section 253 of the Delaware General Corporation Law, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.
7. Pursuant to Sections 607.1104(2) and (3) of the Act, Florida Rock hereby waives the requirement that it be mailed a copy of the Plan at least thirty (30) days before the filing of the articles of merger.
8. The street address of Florida Rock's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
9. This Agreement and Plan of Merger shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. This Agreement and Plan of Merger, including the other documents referred to herein, contains the entire understanding of the parties with respect to the subject matter hereof.

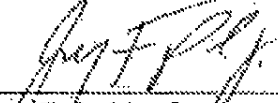
[Signature Page Follows]

IN WITNESS THEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

MULE PEN QUARRY CORPORATION

By: 
Name: Jerry F. Perkins Jr.
Its: Vice President

FLORIDA ROCK INDUSTRIES, INC.

By: 
Name: Jerry F. Perkins Jr.
Its: Vice President