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Florida Department of State
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12/31/12

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MERGER OR SHARE EXCHANGE
FLORIDA ROCK INDUSTRIES, INC.

RECEIVED
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TALLAHASSEE, FLORIDA

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FILED
12 DEC 14 PM 3:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/31/12

**ARTICLES OF MERGER
OF
VAL-ROCK, INC.
INTO
FLORIDA ROCK INDUSTRIES, INC.**

December 12, 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 Val-Rock, Inc., a California 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 Standard Time, on December 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 December 12, 2012.

[Signature Page Follows]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 14 PM 3:59

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

VAL-ROCK, INC.,
a California corporation

into

FLORIDA ROCK INDUSTRIES, INC.,
a Florida corporation

December 12, 2012

Pursuant to Section 607.1104 of the Florida Business Corporation Act and Sections 1101 and 1110 of the California Corporations Code, Val-Rock, Inc., a California 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 entities that are parties to the merger are Val-Rock, Inc., a California corporation ("Val-Rock"), the subsidiary corporation, and Florida Rock Industries, Inc., a Florida corporation ("Florida Rock"), the parent corporation. Pursuant to this Agreement and Plan of Merger, Val-Rock shall be merged into Florida Rock (the "Merger").
2. The name of the surviving entity is Florida Rock Industries, Inc., a Florida corporation.
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 stock of Val-Rock.
4. The Merger shall become effective at 11:59 p.m., Eastern Standard Time, on December 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) Val-Rock. By virtue of the Merger and without any action on the part of the holder thereof, the shares of common stock of Val-Rock held at the

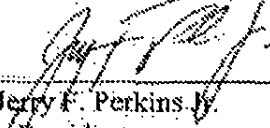
Effective Time of the Merger shall be cancelled, and no consideration (in the form of shares of common stock in Florida Rock or otherwise) shall be paid therefor.

6. The street address of Florida Rock's principal place of business is and will be 1200 Urban Center Drive, Birmingham, Alabama 35242.
7. 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.

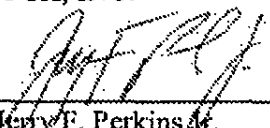
[Signature Page Follows]

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.

FLORIDA ROCK INDUSTRIES, INC.

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

VAL-ROCK, INC.

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