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CORPORATION(S) NAME

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JIMCO STONE CENTERS, INC

Merging INTO: THE Georgia Marble Company

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JIMCO STONE CENTERS, INC., a Florida corporation, 238434

INTO

THE GEORGIA MARBLE COMPANY, corporation not qualified in Florida.

File date: December 18, 1998, effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER OF
JIMCO STONE CENTERS, INC.,
A FLORIDA CORPORATION,
(Subsidiary Corporation)
WITH AND INTO
THE GEORGIA MARBLE COMPANY,
A DELAWARE CORPORATION
(Parent Corporation)**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), the corporations herein named do hereby file the following Articles of Merger:

1. The name of the parent and surviving corporation is The Georgia Marble Company (the "Surviving Corporation"), and said corporation is organized under the laws of the State of Delaware.

2. The name of the subsidiary corporation is JIMCO Stone Centers, Inc. (the "Subsidiary Corporation"), and said corporation is organized under the laws of the State of Florida.

3. The laws of Delaware, the jurisdiction under which the Surviving Corporation is organized, permits a merger of a subsidiary corporation into a parent corporation under terms and conditions similar to those set forth in Section 607.1104 of the FBCA.

4. The Plan of Merger ("Plan of Merger") setting forth the terms and conditions of the merger is attached hereto as Exhibit A and is incorporated herein by reference.

5. The Plan of Merger was duly approved by the Board of Directors of the Surviving Corporation on April 17, 1998. The Plan of Merger was duly approved by the Board of Directors of the Subsidiary Corporation on April 17, 1998.

6. In accordance with the provisions of Section 253 of the Delaware General Corporation Law and Section 607.1104 of the of the FBCA, the Plan of Merger was not required to be submitted to or approved by the shareholders of the merging corporations because the Surviving Corporation owns 100% of the outstanding shares of the Subsidiary Corporation.

EFFECTIVE DATE
12-31-98

7. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction. All provisions of the laws of the States of Delaware and Florida applicable to the proposed merger have been complied with.

8. The merger shall be effective as of December 31, 1998.

9. There will be no change in the Articles of Incorporation of the Surviving Corporation as a result of the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of this 16th day of December, 1998.

SURVIVING CORPORATION:

THE GEORGIA MARBLE COMPANY
a Delaware corporation

By: [Signature]
Name: R.E. Holloway
Title: VP CFO & Secretary

SUBSIDIARY CORPORATION:

JIMCO STONE CENTERS, INC.
a Florida corporation

By: [Signature]
Name: R.E. Holloway
Title: VP CFO & Secretary

EXHIBIT A

PLAN OF MERGER

Pursuant to this Plan of Merger (the "Plan of Merger"), dated as of the 16th day of December, 1998, JIMCO STONE CENTERS, INC., a Florida corporation and a wholly-owned subsidiary of The Georgia Marble Company, shall be merged with and into its parent corporation, THE GEORGIA MARBLE COMPANY, a Delaware corporation.

SECTION I DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean December 31, 1998.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to The Georgia Marble Company, a corporation organized and existing under the laws of the State of Delaware, which, subsequent to the Merger contemplated by this Plan of Merger, shall continue to be known as The Georgia Marble Company in accordance with Section 2.1 of this Plan of Merger.

1.3 Subsidiary Corporation. "Subsidiary Corporation" shall refer to JIMCO Stone Centers, Inc., a corporation organized and existing under the laws of the State of Florida.

1.4 Merger. "Merger" shall refer to the merger of the Subsidiary Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the States of Delaware and Florida and subject to the terms and conditions set forth in this Plan of Merger, the Subsidiary Corporation shall, at the Effective Time, be merged with and into its parent corporation, The Georgia Marble Company, and the separate existence of the Subsidiary Corporation shall thereupon cease. The Surviving Corporation shall continue to exist after the Merger and shall be governed by the laws of the State of Delaware under the corporate name "The Georgia Marble Company."

2.2 Effective Time. The Merger contemplated by this Plan of Merger shall become effective as of the Effective Time.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

2.4 Bylaws. The Bylaws of the Surviving Corporation as they exist at the Effective Time shall remain the Bylaws of the Surviving Corporation until altered or amended as provided in such Bylaws.

2.5 Board of Directors. The directors of The Georgia Marble Company shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

2.6 Officers. The officers of The Georgia Marble Company shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.


SECTION 3 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Subsidiary Corporation shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

IN WITNESS WHEREOF, the undersigned corporation has caused this Plan of Merger to be duly executed as of the date first above written.


SURVIVING CORPORATION:

THE GEORGIA MARBLE COMPANY

By: 
Name: R.E. Holloway
Title: VP CFO & Secretary

SUBSIDIARY CORPORATION:

JIMCO STONE CENTERS, INC.

By: 
Name: R.E. Holloway
Title: VP CFO & Secretary