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SECRETARY OF STATE
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please *

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 677696 4321919

AUTHORIZATION :

COST LIMIT : \$35.00

ORDER DATE : June 22, 2015

ORDER TIME : 3:18 PM

ORDER NO. : 677696-620

CUSTOMER NO: 4321919

DOMESTIC FILINGS

NAME: FLORIDA CEMENT, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT# 62935

EXAMINER'S INITIALS: _____

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
FLORIDA CEMENT, INC.**

June 29, 2015

Florida Cement, Inc., a Florida corporation (the "Corporation"), does hereby certify to the following facts relating to the conversion of the Corporation to a Delaware limited liability company (the "Conversion") under the name Florida Cement, LLC:

1. The Corporation was originally formed under the name of Florida Cement, Inc. on the 1st day of August, 1972 under the laws of the State of Florida.

2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Florida Cement, Inc.

3. The jurisdiction of the Corporation immediately prior to the filing of this Certificate of Conversion is the State of Florida.

4. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation filed with the Delaware Secretary of State, is Florida Cement, LLC (the "Converted Company"). The Converted Company is a limited liability company formed under the laws of the State of Delaware.

5. The Corporation has converted into a Delaware limited liability company in compliance with Chapter 607 of the Florida Business Corporation Act, and the Conversion complies with the applicable laws governing the Converted Company.

6. The plan of conversion was approved by the Corporation in accordance with Chapter 607 of the Florida Business Corporation Act.

7. The Conversion was effective under the laws governing the Converted Company on June 29, 2015 upon the filing of the Certificate of Conversion of the Corporation with the Delaware Secretary of State. The Conversion shall be effective in Florida on June 29, 2015 upon the filing of this Certificate of Conversion with the Florida Secretary of State.

8. The principal business address of the Converted Company is 1200 Urban Center Drive, Birmingham, Alabama 35242.

9. The Converted Company appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Corporation, including any appraisal rights or shareholders of the Corporation under Sections 607.1301 through 607.1333 of the Florida Business Corporation Act. The Florida Secretary of State may mail any process served on it to 1220 Urban Center Drive, Birmingham, Alabama 35242.

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TALLAHASSEE, FLORIDA

10. The Converted Company has agreed to pay any shareholders of the Corporation having appraisal rights the amount to which they are entitled under Sections 607.1301 through 607.1333 of the Florida Business Corporation Act.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Conversion to be executed in its name as of the date first above written.

FLORIDA CEMENT, INC.

By: 

Name: Jerry F. Perkins Jr.

Its: Vice President and Secretary