

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

450755

Anderson Concrete Services,
Inc

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****105.00 *****70.00

RECEIVED
DEC 22 AM 10:34
DIVISION OF CORPORATION

File
First

Merger

EFFECTIVE DATE
12-31-98

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
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98 DEC 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 24 1998

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1998

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: ANDERSON ASPHALT SERVICES, INC.
Ref. Number: 450755

We have received your document for ANDERSON ASPHALT SERVICES, INC. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 598A00060074

Corrected

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ANDERSON CONCRETE SERVICES, INC., a Florida corporation,
P93000045892.

INTO

ANDERSON ASPHALT SERVICES, INC., a Florida corporation, 450755.

File date: December 23, 1998

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
ANDERSON CONCRETE SERVICES, INC.
INTO
ANDERSON ASPHALT SERVICES, INC.**

FILED
98 DEC 23 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-98

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, ANDERSON CONCRETE SERVICES, INC., a Florida Professional Association, and ANDERSON ASPHALT SERVICES, INC., a Florida Professional Association, adopt the following Articles of Merger for the purpose of merging ANDERSON CONCRETE SERVICES, INC. into ANDERSON ASPHALT SERVICES, INC.:

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of ANDERSON CONCRETE SERVICES, INC. into ANDERSON ASPHALT SERVICES, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. ANDERSON ASPHALT SERVICES, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are 500 shares of common stock, each of \$1.00 par value of ANDERSON ASPHALT SERVICES, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 500 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of ANDERSON ASPHALT SERVICES, INC. held 12/21/98.

3. The Plan of Merger was approved by the Board of Directors of ANDERSON ASPHALT SERVICES, INC. at a special meeting of the Board held 12/21/98.

4. There are 100 shares of common stock, each of \$1.00 par value of ANDERSON CONCRETE SERVICES, INC. issued and outstanding that were entitled to vote on the Plan of Merger. 100 shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of ANDERSON CONCRETE SERVICES, INC. held 12/21/98.

5. The Plan of Merger was approved by the Board of Directors of ANDERSON CONCRETE SERVICES, INC. at a special meeting of the Board held 12/21/98.

Effective Date

6. The Plan of Merger shall be effective December 31, 1998.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these

Articles of Merger signed 12/21/98.

ANDERSON CONCRETE SERVICES, INC.

By: 
GREGORY ANDERSON

Its: President

ANDERSON ASPHALT SERVICES, INC.

By: 
GREGORY ANDERSON

Its: President

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
ANDERSON CONCRETE SERVICES, INC.
INTO
ANDERSON ASPHALT SERVICES, INC.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective 12/31/98, by and between ANDERSON CONCRETE SERVICES, INC., a Florida Professional Association (the "Merging Corporation"), and ANDERSON ASPHALT SERVICES, INC., a Florida Professional Association (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 1775 Myrtle Street, Sarasota, FL 34234, Sarasota County, Florida, its Registered Agent being GREGORY ANDERSON, whose address is 1775 Myrtle St., Sarasota, FL 34234.

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 1775 Myrtle St., Sarasota, FL 34234, Sarasota County, Florida, its Registered Agent being GREGORY ANDERSON, whose address is 1775 Myrtle St., Sarasota, FL 34234.

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 500 shares of common stock at \$1.00 par value.

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Corporation.

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation

continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholders as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective December 31, 1998.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations, adopted this 21st day of December, 1998.

ANDERSON CONCRETE SERVICES,
INC.

By: 
GREGORY ANDERSON

Its: President

ANDERSON ASPHALT SERVICES, INC.

By: 
GREGORY ANDERSON

Its: President