

464695



ACCOUNT NO. : 072100000032

REFERENCE : 152146 4301893

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 MAY 17 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 16, 2001

ORDER TIME : 9:59 AM

ORDER NO. : 152146-025

CUSTOMER NO: 4301893

CUSTOMER: Susan Fields, Legal Asst
Thelen Reid & Priest LLP
40 West 57th Street
30th Floor
New York, NY 10019

900004242559--6

ARTICLES OF MERGER

PAVER SYSTEMS, INC.

EFFECTIVE DATE
05-21-01

INTO

TARMAC PRODUCTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

COULLETTE MAY 17 2001

EXAMINER'S INITIALS: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 MAY 17 AM 9:08

TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAVER SYSTEMS, INC., a Florida corporation, 464695

INTO

TARMAC PRODUCTS, INC., a Tennessee entity not qualified in Florida.

File date: May 17, 2001, effective May 21, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

1. The Plan of Merger attached hereto as Annex A and made a part hereof was adopted as of April 17, 2001 by the Board of Directors of Paver Systems, Inc., a Florida corporation, and as of April 18, 2001 by the Board of Directors of Tarmac Products, Inc., a Tennessee corporation.
2. Shareholder approval was not required as to each company because all of the outstanding shares of stock of Paver Systems, Inc. are owned by Tarmac Products, Inc.
3. The Plan of Merger and performance of its terms by each of Paver Systems, Inc. and Tarmac Products, Inc. were duly authorized by all action required by the laws under which it was organized and by its charter.
4. The effective date of the merger shall be May 21, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been signed by duly authorized officers of Tarmac Products, Inc. and Paver Systems, Inc. as of April 19, 2001.

Tarmac Products, Inc.

By R. A. Fink
Russell A. Fink

Title VP and General Counsel

Paver Systems, Inc.

By R. A. Fink
Russell A. Fink

Title VP and General Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Annex A

PLAN OF MERGER

**PAVER SYSTEMS, INC. (a Florida corporation) with and into
TARMAC PRODUCTS, INC. (a Tennessee corporation)**

1. The name of the parent corporation is Tarmac Products, Inc., a Tennessee corporation. The name of the subsidiary corporation is Paver Systems, Inc., a Florida corporation. Paver Systems, Inc. is wholly-owned by Tarmac Products, Inc.
2. Tarmac Products, Inc., the parent corporation, shall be the surviving corporation of the merger. Paver Systems, Inc. shall be merged with and into Tarmac Products, Inc., and upon the effectiveness of such merger, all the shares of capital stock of Paver Systems, Inc. (all of which are owned by Tarmac Products, Inc.) shall be cancelled.
3. The effective date of the merger shall be May 21, 2001.