

466221



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 283652 4301938

AUTHORIZATION :

*Patricia Pizich*

COST LIMIT : \$ 78.75

FILED  
99 JUN 23 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 22, 1999

ORDER TIME : 11:18 AM

ORDER NO. : 283652-005

100002913371--6

CUSTOMER NO: 4301938

CUSTOMER: Diane Schmierer, Legal Asst  
Rogers & Wells Llp  
8th Floor  
200 Park Avenue  
New York, NY 10166

ARTICLES OF MERGER

CONTINENTAL FLORIDA MATERIALS,  
INC.

INTO

CONTINENTAL CONCRETE INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

G. COULLETTE JUN 23 1999

RECEIVED  
JUN 23 PM 12:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONTINENTAL FLORIDA MATERIALS, INC., a Florida corporation,  
P99000050651

INTO

CONTINENTAL CONCRETE INC. which changed its name to

**CONTINENTAL FLORIDA MATERIALS INC.**, a Florida corporation, 466221

File date: June 23, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
**OF**  
**CONTINENTAL FLORIDA MATERIALS, INC.**  
**AND**  
**CONTINENTAL CONCRETE INC.**

99 JUN 23 PM 2:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Continental Florida Materials, Inc. into Continental Concrete Inc., as approved by the Board of Directors of the parent corporation on June 18, 1999.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 18, 1999.
3. Effective June 24, 1999 the name of Continental Concrete Inc. shall be changed to Continental Florida Materials Inc.
4. The Shareholders of Continental Florida Materials, Inc. and Continental Concrete Inc. approved the merger and the change of the name of Continental Concrete Inc. to Continental Florida Materials Inc.
5. The effective time and date of the merger herein provided for shall be 9:00 a.m. June 24, 1999.

Executed on June 21, 1999.

Continental Florida Materials, Inc.

By:   
Name: Gosta Swahn  
Capacity: President

Continental Concrete Inc.

By:   
Name: Gosta Swahn  
Capacity: President

## **EXHIBIT A**

### **PLAN OF MERGER**

1. Continental Concrete Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Continental Florida Materials, Inc., which is also a business corporation of the State of Florida, hereby merges Continental Concrete Inc. into Continental Florida Materials, Inc. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Continental Florida Materials, Inc. shall cease at the effective time and date of the merger, and Continental Concrete Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Continental Florida Materials, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The name of Continental Concrete Inc. shall be changed to Continental Florida Materials Inc. upon the effective date of the merger.
5. The Board of Directors and the proper officers of Continental Concrete Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.