



**THE UNITED STATES
CORPORATION**
COMPANY

466221

ACCOUNT NO. : 072100000032

REFERENCE : 289503 4301938

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigott

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 29 PM 1:49

FILED

ORDER DATE : June 28, 1999

ORDER TIME : 12:36 PM

ORDER NO. : 289503-005

EFFECTIVE DATE
7/1/99

CUSTOMER NO: 4301938

800002918618--8

merger

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

ARTICLES OF MERGER

CONTINENTAL CEMENT OF FLORIDA
INC.

INTO

CONTINENTAL FLORIDA MATERIALS
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 29 PM 1:42

RECEIVED

AJR
6/30/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONTINENTAL CEMENT OF FLORIDA INC., a Florida corporation P02833

INTO

CONTINENTAL FLORIDA MATERIALS INC., a Florida corporation, 466221

File date: June 29, 1999, effective July 1, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

EFFECTIVE DATE
7/1/99

ARTICLES OF MERGER
OF
CONTINENTAL FLORIDA MATERIALS INC.
AND
CONTINENTAL CEMENT OF FLORIDA INC.

FILED
99 JUN 29 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation named herein do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is a Plan of Merger for merging Continental Cement of Florida Inc. with and into Continental Florida Materials Inc.

2. The merger of Continental Cement of Florida Inc. with and into Continental Florida Materials Inc. is permitted by the laws of the jurisdiction of organization of Continental Cement of Florida Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholder of Continental Cement of Florida Inc. was June 24, 1999.

3. The shareholders of Continental Florida Materials Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on June 18, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for shall be 9:00 a.m. July 1, 1999.

Executed on June 25, 1999.

Continental Cement of Florida Inc.

By: [Signature]
Name: Costa Swann
Capacity: President

Continental Florida Materials Inc.

By: [Signature]
Name: Costa Swann
Capacity: President

PLAN OF MERGER adopted for Continental Cement of Florida Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on June 24, 1999, and adopted for Continental Florida Materials Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 24, 1999. The names of the corporations planning to merge are Continental Cement of Florida Inc., a business corporation organized under the laws of the State of Delaware, and Continental Florida Materials Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Continental Cement of Florida Inc. plans to merge is Continental Florida Materials Inc.

1. Continental Florida Materials Inc. and Continental Cement of Florida Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Continental Florida Materials Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Continental Cement of Florida Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation thereof, relating to the name of the corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.