

Jan 31, 02 05:06p

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Division of Corporations

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493846

Florida Department of State

Division of Corporations
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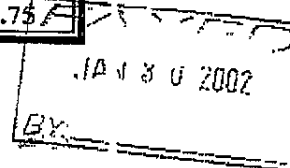
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MERGER OR SHARE EXCHANGE

C. W. ROBERTS CONTRACTING, INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75



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ARTICLES OF MERGER
Merger Sheet

MERGING:

PLANTATION EQUIPMENT, INC., a Florida corporation, document number
P95000096593

INTO

C. W. ROBERTS CONTRACTING, INCORPORATED, a Florida entity, 493846

File date: January 30, 2002

Corporate Specialist: Karen Gibson

Jan 31, 02 05:06p

Department of State 1/30/2002 4:55 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 30, 2002

C. W. ROBERTS CONTRACTING, INCORPORATED
HIGHWAY 20 EAST
P.O. BOX 188
HOSFORD, FL 32334

SUBJECT: C. W. ROBERTS CONTRACTING, INCORPORATED
REF: 493846

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA
H020000

ARTICLES OF MERGER
PROVIDING FOR THE MERGER
OF
PLANTATION EQUIPMENT, INC.
INTO
C. W. ROBERTS CONTRACTING, INCORPORATED

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), Plantation Equipment, Inc., a Florida corporation ("PEI"), and C. W. Roberts Contracting, Incorporated, a Florida corporation ("CRI"), both wholly-owned subsidiaries of Construction Partners, Inc., a Delaware corporation (the "Parent"), adopt the following Articles of Merger effecting the merger (the "Merger") of PEI with and into CRI, with CRI as the surviving corporation.

1. The Agreement and Plan of Merger attached hereto as Exhibit A, and the performance thereof, was duly authorized, approved and adopted by the Board of Directors of the Parent in accordance with Section 607.1104 of the FBCA.
2. The effective date ("Effective Date") of the Merger is the date of filing of these Articles.
3. Pursuant to Section 607.1104(1)(a) of the FBCA, and due to the fact that the Parent is the sole shareholder of each of PEI and CRI, shareholder approval of PEI and CRI is not required.
4. The Agreement and Plan of Merger was adopted by the Parent as of January 28, 2002, as required by Section 607.1104 of the FBCA.

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IN WITNESS WHEREOF, the undersigned authorized officers of the respective corporations have signed these Articles of Merger, as of January 30, 2002.

PLANTATION EQUIPMENT, INC.
a Florida corporation

By: Craig Jennings
Name: Craig Jennings
Title: President

C. W. ROBERTS CONTRACTING, INCORPORATED
a Florida corporation

By: _____
Name: Charles E. Owens
Title: Chief Executive Officer

#127161 v1 - PEUCWRC Articles of Merger/Fl.
80180-4

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IN WITNESS WHEREOF, the undersigned authorized officers of the respective corporations have signed these Articles of Merger, as of January 30, 2002.

PLANTATION EQUIPMENT, INC.
a Florida corporation

By: _____
Name: Craig Jennings
Title: President

C. W. ROBERTS CONTRACTING, INCORPORATED
a Florida corporation

By: Charles B. Owens
Name: Charles B. Owens
Title: Chief Executive Officer

#187361 v1 - PEMCWRG Articles of Merger/FL
60135-4

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 30th day of January, 2002, by and between C.W. Roberts Contracting, Incorporated, a Florida corporation ("CRI"), and Plantation Equipment, Inc., a Florida corporation ("PEI").

A. CRI and PEI are each wholly-owned subsidiaries of Construction Partners, Inc., a Delaware corporation ("Parent").

B. The board of directors of Parent deems it in the best interest of Parent, CRI and PEI to merge PEI with and into CRI as set forth below.

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto covenant and agree as follows:

1. Merger; Effective Date. PEI shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), be merged with and into CRI, with CRI being the surviving entity upon the Effective Date of the merger. The Effective Date shall be the date set forth in those certain Articles of Merger, dated as of even date herewith, executed by both CRI and PEI. Notwithstanding the foregoing, for accounting and reporting purposes, other than for tax purposes, the merger shall be effective as of October 1, 2001. CRI shall continue to exist under the name "C.W. Roberts Contracting, Incorporated". CRI, as the surviving entity after the merger, is sometimes referred to herein as the "Surviving Entity", and PEI, as the terminating entity after the merger, is sometimes referred to herein as the "Terminating Entity".

2. Shares. Each issued share of the Terminating entity shall, upon the Effective Date, be canceled, and the cancellation reflected upon the respective stock records of the Terminating Corporation. Given that Parent is the sole shareholder of both the Surviving Entity and the Terminating Entity, there shall be no change in the Surviving Entity's capital stock, and no additional shares shall be issued.

3. Dissenter's Rights. The sole shareholder of PEI, that, but for Section 607.1104 of the Act would be entitled to vote and that dissents from the merger pursuant to Section 607.1320 of the Act, may be entitled, if it complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

4. Organizational Documents; Officers and Directors.

(a) The Articles of Incorporation of CRI in effect at the Effective Date shall constitute the Articles of Incorporation of the Surviving Entity until amended, altered or repealed in the manner provided by law.

(b) The By-Laws of CRI in effect at the Effective Date shall be the By-Laws of the Surviving Entity, until amended, altered or repealed in the manner provided by law.

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(c) The directors of CRI, as constituted at the Effective Date, shall be the directors of the Surviving Entity and shall hold office in accordance with the By-Laws of the Surviving Entity until the next annual meeting of shareholders of the Surviving Entity or until their respective successors are elected and qualified.

(d) The officers of CRI, as constituted at the Effective Date, shall be the officers of the Surviving Entity and shall hold office subject to the Bylaws of the Surviving Entity.

5. Merger Documents. Upon approval of the merger by the board of directors of Parent, as required by Section 607.1104 of the Act, CRI and PEI shall cause to be executed, filed and/or recorded any document required by the laws of the State of Florida, and shall cause to be performed all necessary acts to effect the merger.

6. Entire Agreement. This Agreement represents the complete agreement between the parties with respect to the merger.

7. Successors. This Agreement and the rights, interests and obligations hereunder shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

8. Governing Law. This Agreement shall be governed by the laws of the State of Florida.

[signature on following page]

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• Jan 31 02 05:08p

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

C.W. ROBERTS CONTRACTING, INCORPORATED
a Florida corporation

By: Charles E. Owens
Name: Charles E. Owens
Title: Chief Executive Officer

PLANTATION EQUIPMENT, INC.
a Florida corporation

By: _____
Name: Craig Jennings
Title: President

#187371 v1 - Agreement and Plan of Merger, PEI, CRI, CMI
80189-4

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Jan 31 02 05:08p

p. 10

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

C.W. ROBERTS CONTRACTING, INCORPORATED
a Florida corporation

By: _____
Name: Charles E. Owens
Title: Chief Executive Officer

PLANTATION EQUIPMENT, INC.
a Florida corporation

By: Craig Jennings
Name: Craig Jennings
Title: President