

586566



ACCOUNT NO. : 072100000032

REFERENCE : 943625 4301893

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 78.75

ORDER DATE : December 22, 2000

ORDER TIME : 4:10 PM

ORDER NO. : 943625-025

CUSTOMER NO: 4301893

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

800003515178--8

ARTICLES OF MERGER

TARMAC TEXAS, INC.

INTO

STANDARD CONCRETE CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

EFFECTIVE DATE  
12-31-00

RECEIVED  
00 DEC 27 PM 4:36  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 DEC 27 PM 4:48  
TALLAHASSEE, FLORIDA

G. COULLETTE DEC 28 2000

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TARMAC TEXAS, INC., a Texas corporation not qualified

INTO

**STANDARD CONCRETE CORP.**, a Florida entity, 586566

File date: December 27, 2000, effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

FILED  
00 DEC 27 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
TARMAC TEXAS, INC.  
WITH AND INTO  
STANDARD CONCRETE CORP.

Pursuant to the provisions of the Florida Business Corporation Act and the Texas Business Corporation Act, the corporations named herein hereby adopt the following Articles of Merger for the purpose of merging a domestic corporation into a foreign corporation.

1. The name of the merging corporation is Tarmac Texas, Inc., a business corporation organized under the laws of the State of Texas (the "Merging Corporation"). The name of the surviving corporation is Standard Concrete Corp., a business corporation organized under the laws of the State of Florida (the "Surviving Corporation"). The Merging Corporation is presently a wholly-owned subsidiary of the Surviving Corporation.

2. Attached hereto and made a part hereof is the Plan of Merger for merging the Merging Corporation with and into the Surviving Corporation as approved by the Board of Directors and sole shareholder of the Merging Corporation and by the Board of Directors and sole shareholder of the Surviving Corporation.

3. The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation at the address 1151 Azalea Garden Rd., Norfolk, Virginia 23502.

4. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group, and number of votes cast for and against the Articles of Merger by each voting group were as follows:

of Shares in each class <u>Name of Entity</u>	Designation and number Number Voted for <u>or series outstanding</u>	against <u>Articles of Merger</u>	Number voted <u>Articles of Merger</u>
Tarmac Texas, Inc.	Common (1,000 shares)	1,000	-0-
Standard Concrete Corp.	Common (8,354 shares)	8,354	-0-

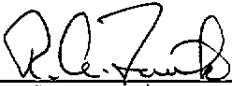
EFFECTIVE DATE  
12-31-00

5. As to each corporation that is a party to the Plan of Merger, the approval of the Plan of Merger and performance of its terms were duly authorized by all actions required by the laws under which it was incorporated and by its constituent documents.


6. The Surviving Corporation will continue to exist under its present name.

Executed as of December 27, 2000

**TARMAC TEXAS, INC.**  
(the Merging Corporation)

By:   
Name: R.A. Fink  
Title: Vice President

**STANDARD CONCRETE CORP.**  
(the Surviving Corporation)

By:   
Name: R.A. Fink  
Title: Vice President

**PLAN OF MERGER  
OF  
TARMAC TEXAS, INC.  
(a Texas corporation)  
INTO  
STANDARD CONCRETE CORP.  
(a Florida corporation)**

**1. The Participating Entities**

1.1. The Merging and Surviving Entities. The name of the corporation planning to merge in the proposed merger described herein (the "Merger") is Tarmac Texas, Inc., a Texas corporation (the "Merging Corporation"). The name of the surviving corporation is Standard Concrete Corp., a Florida corporation ("Standard Concrete" or "Surviving Corporation"). All the shares of capital stock of Merging Corporation are owned by Standard Concrete.

1.2. Capitalization of Participating Enterprises.

<u>Name of Entity</u>	<u>Designation and number of Shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Tarmac Texas, Inc.	Common (1,000 shares)	Common	1,000
Standard Concrete Corp.	Common (8,354 shares)	Common	8,354

**2. The Merger**

2.1. Effective Date. The Merger shall be effective as of December 31, 2000, 10:00AM Eastern Standard Time.

2.2. The Merger of the Merging Corporation and Standard Concrete. On the Effective Date of the Merger, the Merging Corporation shall be merged into Standard Concrete pursuant to this plan of merger ("Plan of Merger"), and the separate corporate existence of the Merging Corporation shall cease. The Merging Corporation and Standard Concrete have approved and adopted this Plan of Merger.

2.3. Approval of Merger. The Board of Directors of the Merging Corporation and the Board of Directors of Standard Concrete have adopted resolutions declaring that the Merger of the Merging Corporation into Standard Concrete is advisable on substantially the terms and conditions set forth in or referred to in said resolutions. The Merger and the aforesaid terms and conditions were duly approved by the Board of Directors and sole shareholder of the Merging Corporation and by the Board of Directors and sole shareholder of Standard Concrete, in each case by unanimous (or sole as the case may be) written consent.

2.4. Effects of the Merger. The Merger shall have the effects provided by the Texas Business Corporation Act and the Florida Business Corporation Act, including without limitation the

automatic assignment of all contracts, contract rights and other agreements of the Merging Corporation to the Surviving Corporation.

2.5. Articles of Incorporation. The Articles of Incorporation of Standard Concrete (Exhibit A hereto) upon the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation.

2.6. Bylaws. The present Bylaws of Standard Concrete will continue in full force and effect as the Bylaws of the Surviving Corporation until thereafter amended in accordance with its terms or as provided by applicable law.

2.7. Directors and Officers. The directors and officers of Standard Concrete immediately prior to the Effective Date will remain in office until the next annual meeting of the shareholders or until such time as their respective successors are duly elected and qualified.

2.8. Transfer of Property, Rights and Privileges. On the Effective Date of the Merger, all rights, title and interests in all the Merging Corporation will be transferred to the Surviving Corporation.

### **3. Conversion of Securities**

On the Effective Date, by virtue of the Merger and without any action on the part of Standard Concrete or the Merging Corporation, or the sole stockholder thereof, the shares of capital stock of Standard Concrete and shares of capital stock of the Merging Corporation shall be converted as follows:

3.1 Standard Concrete Shares. Each issued and outstanding share of capital stock of Standard Concrete shall continue to be issued and outstanding.

3.2 Merging Corporation Shares. Each issued and outstanding share of capital stock of the Merging Corporation shall be surrendered to the Secretary of the Surviving Corporation and shall be canceled and no stock or other securities, cash, property, shares or other securities of any other corporation or entity shall be issued or given in exchange therefor.

### **4. Counterparts.**

This Plan of Merger may be executed in one or more counterparts, which taken together shall constitute one original instrument.

IN WITNESS WHEREOF, this Plan of Merger is hereby signed for and on behalf of each of the parties thereto by their respective officers, each of whom hereby acknowledges that the said Plan of Merger is the act of each such corporation, and who hereby states under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information and belief.

**TARMAC TEXAS, INC.**

(the Merging Corporation)

By: \_\_\_\_\_

Name:

Title:

**STANDARD CONCRETE CORP.**

(the Surviving Corporation)

By: \_\_\_\_\_

Name:

Title: