

692919

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A. H. LANE (RETIRED)

December 13, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

000003501610-4
-12/14/00-01066-005
*****78.75 *****78.75

Re: Merger of Joseph Concrete Company, Inc., a Florida corporation, into RMC
Ewell, Inc., a Florida corporation

Ladies and Gentlemen:

Enclosed please find the original and a duplicate of Articles of Merger providing for the merger of JOSEPH CONCRETE COMPANY, INC., a Florida corporation (Document Number 692919) into RMC EWELL, INC., a Florida corporation (Document Number 636815), with RMC Ewell, Inc. to be the Surviving Corporation.

Please note that the Articles of Merger provide for the Effective Date of the merger to be December 31, 2000.

Upon receipt, please file the original of the Articles of Merger with an Effective Date of December 31, 2000. Please certify the enclosed duplicate of the Articles of Merger to show the Effective Date of the merger as December 31, 2000. Then please return this duplicate to the undersigned.

Enclosed please find our Firm's check made payable to the Florida Department of State in the amount of \$78.75 to cover the filing fee of \$70.00 (\$35.00 for each party to the merger) and the fee for the certification in the amount of \$8.75.

Of course, if there are any questions, please telephone the undersigned collect at 863/284-2213 in Lakeland,

Thanking you for your usual cooperation, I am

EFFECTIVE DATE

12-31-00

Yours very truly,

Robert J. Bertrand

RJB/mcd
Enclosures

xc: Mr. Bill Lavinder
Mr. Francis A. Leone, Jr.
Mr. Nicholas Matteo

Merger
12-21-00
MKS

DEPT OF STATE
TALLAHASSEE, FLORIDA

00 DEC 14 AM 8:53

FILED

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310
WWW.LANETROHN.COM

ARTICLES OF MERGER
Merger Sheet

MERGING:

JOSEPH CONCRETE COMPANY, INC., a Florida corporation, 692919

INTO

RMC EWELL, INC., a Florida entity, 636815

File date: December 14, 2000, effective December 31, 2000

Corporate Specialist: Doug Spittler

**ARTICLES OF MERGER
OF
JOSEPH CONCRETE COMPANY, INC.
INTO
RMC EWELL, INC.**

FILED
00 DEC 14 AM 8:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. JOSEPH CONCRETE COMPANY, INC. (Document Number 692919), a Florida corporation, and RMC EWELL, INC. (Document Number 636815), a Florida corporation, are the parties to the merger, with RMC EWELL, INC. being the Surviving Corporation.

2. A true and complete copy of the Plan of Merger is attached hereto.

3. No change in the Articles of Incorporation of RMC EWELL, INC. shall be effected by the merger.

4. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Date") is December 31, 2000.

EFFECTIVE DATE

12-31-00

5. The issued and outstanding stock of JOSEPH CONCRETE COMPANY, INC. consists of five hundred (500) shares of voting common stock having a par value of \$1.00 per share. All of such issued and outstanding shares of stock are owned by RMC EWELL, INC., with JOSEPH CONCRETE COMPANY, INC. being a wholly-owned subsidiary of RMC EWELL, INC.

6. On December 12, 2000, these Articles of Merger and the Plan of Merger were adopted and approved by the Board of Directors of JOSEPH CONCRETE COMPANY, INC. Also, on the same date, RMC EWELL, INC., being the sole shareholder of JOSEPH CONCRETE COMPANY, INC., approved and adopted these Articles of Merger and the Plan of Merger.

7. On December 12, 2000, these Articles of Merger and the Plan of Merger

were adopted and approved by the Board of Directors of RMC EWELL, INC.

IN WITNESS WHEREOF, JOSEPH CONCRETE COMPANY, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 12th day of December, 2000.

JOSEPH CONCRETE COMPANY, INC.

By: Francis A. Leone, Jr.
FRANCIS A. LEONE, JR.,
its President

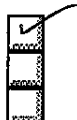
IN WITNESS WHEREOF, RMC EWELL, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 12th day of December, 2000.

RMC EWELL, INC.

By: Francis A. Leone, Jr.
FRANCIS A. LEONE, JR.,
its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 12th day of December, 2000, by FRANCIS A. LEONE, JR., the President of JOSEPH CONCRETE COMPANY, INC., a Florida corporation, on behalf of the corporation. Such person did not take an oath and:



is/are personally known to me.

produced a current Florida driver's license as identification.

produced _____ as identification.

(AFFIX NOTARY SEAL)

JOYCE BRYANT KENDRICK
Notary Public, State of Florida
My comm. exp. June 30, 2003
Comm. No. CC907860

Joyce Bryant Kendrick
Signature of Notary Public
Joyce Bryant Kendrick
Name of Notary Public
(Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC907860
My Commission Expires (if not legible on seal): 6/30/2003

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 12th day of December, 2000, by FRANCIS A. LEONE, JR., the President of RMC EWELL, INC., a Florida corporation, on behalf of the corporation. Such person did not take an oath and:

<input checked="checked" type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

is/are personally known to me.

produced a current Florida driver's license as identification.

produced _____ as identification.

(AFFIX NOTARY SEAL)

JOYCE BRYANT KENDRICK
Notary Public, State of Florida
My comm. exp. June 30, 2003
Comm. No. CC907860

Joyce Bryant Kendrick
Signature of Notary Public

Joyce Bryant Kendrick
Name of Notary Public

(Typed, Printed or Stamped)

Commission Number (if not legible on seal): CC907860

My Commission Expires (if not legible on seal): 6/30/2003

PLAN OF MERGER

I. Corporations Proposing to Merge and the Surviving Corporation.

(a) The Corporations proposing to merge are JOSEPH CONCRETE COMPANY, INC., a Florida corporation, and RMC EWELL, INC., a Florida corporation. All of the issued and outstanding shares of the authorized capital stock of JOSEPH CONCRETE COMPANY, INC. of every class are owned of record and beneficially by RMC EWELL, INC., with JOSEPH CONCRETE COMPANY, INC. being a wholly-owned subsidiary of RMC EWELL, INC.

(b) On the Effective Date of the merger as specified in the Articles of Merger (referred to herein as the "Effective Date"), JOSEPH CONCRETE COMPANY, INC. shall be merged into RMC EWELL, INC. in accordance with the applicable laws of the State of Florida and upon the terms and provisions of this Plan of Merger. RMC EWELL, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) Each of the Corporations proposing to merge is a Florida corporation organized and existing under Chapter 607, Florida Statutes, or the predecessor to Chapter 607, Florida Statutes.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of RMC EWELL, INC. shall continue unaffected and unimpaired by the merger.

(b) On the Effective Date, the separate existence of JOSEPH CONCRETE COMPANY, INC. shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and

franchises, of whatever nature and description, of a public as well as of a private nature, of JOSEPH CONCRETE COMPANY, INC., shall be transferred to, vest in and evolve upon RMC EWELL, INC., as the Surviving Corporation, without further act or deed.

(c) From and after the Effective Date, RMC EWELL, INC., as the Surviving Corporation, shall be responsible and liable for all of the debts, liabilities and obligations of JOSEPH CONCRETE COMPANY, INC., to the extent required by law; and any claim existing and any action or proceeding pending by or against JOSEPH CONCRETE COMPANY, INC., may be prosecuted as if the merger had not taken place or, alternatively, RMC EWELL, INC., as the Surviving Corporation, may be substituted in the place of JOSEPH CONCRETE COMPANY, INC..

(d) If, at any time, RMC EWELL, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in RMC EWELL, INC., as the Surviving Corporation, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchises of JOSEPH CONCRETE COMPANY, INC. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of JOSEPH CONCRETE COMPANY, INC., or, alternatively, the corresponding officers of RMC EWELL, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of JOSEPH CONCRETE COMPANY, INC. in RMC EWELL, INC., as the Surviving Corporation, and

otherwise to carry out the intent hereof.

III. Effect on Stock.

(a) Upon the Effective Date, each issued and outstanding share of the stock of every class of JOSEPH CONCRETE COMPANY, INC. will be cancelled and no shares of any class will be issued in lieu thereof. Likewise, all authorized but unissued shares of the stock of every class of JOSEPH CONCRETE COMPANY, INC., if any, will be cancelled.

(b) None of the issued and outstanding shares of the stock of any class of RMC EWELL, INC. shall be changed or converted as a result of the merger, and from and after the Effective Date, all shares of the stock of every class of RMC EWELL, INC. theretofore authorized shall be authorized shares of the capital stock of the Surviving Corporation.

IV. Articles of Incorporation, Bylaws, Directors and Officers of the Surviving Corporation.

(a) Articles of Incorporation. No change to the Articles of Incorporation of RMC EWELL, INC., being the Surviving Corporation, shall be effected by the merger, and the Articles of Incorporation of RMC EWELL, INC., as heretofore amended, in the form presently on file with the office of the Florida Secretary of State, shall, on and after the Effective Date constitute the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) Bylaws. On and after the Effective Date, the Bylaws of RMC EWELL, INC., in their present form, shall be the Bylaws of the Surviving Corporation, unless and

until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

(c) Directors and Officers. On the Effective Date, the current directors of RMC EWELL, INC., shall become and be the directors of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified. Also, subject to the authority of the Board of Directors of the Surviving Corporation, as provided by the Bylaws of the Surviving Corporation or by law, the current officers of RMC EWELL, INC., shall be the officers of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

V. Other Provisions.

(a) Abandonment of Merger. This Plan of Merger may be abandoned by the mutual consent of JOSEPH CONCRETE COMPANY, INC. and RMC EWELL, INC., acting each by its Board of Directors, at any time before the Effective Date.

(b) Purpose. The purpose of the statutory merger contemplated by this Plan of Merger is to accomplish the complete liquidation of JOSEPH CONCRETE COMPANY, INC., being a wholly-owned subsidiary of RMC EWELL, INC., under the applicable provisions of the Internal Revenue Code of 1986, as amended, and the applicable laws of the State of Florida.