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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

RMC EWELL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

1-1-06

ARTICLES OF MERGER
MERGING
COAST MATERIALS COMPANY
WITH AND INTO
RMC EWELL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes Annotated, COAST MATERIALS COMPANY, a Mississippi corporation ("Coast Materials"), and RMC EWELL, INC., a Florida corporation ("RMC Ewell"), hereby adopt the following Articles of Merger to merge Coast Materials with and into RMC Ewell, with RMC Ewell being the corporation surviving the merger (the "Merger"):

FIRST: The Agreement and Plan of Merger ("Plan of Merger"), attached hereto as Exhibit A, is being simultaneously filed with the Florida Secretary of State.

SECOND: The names of the corporations that are the parties to this merger are Coast Materials Company, a Mississippi corporation, and RMC Ewell, Inc., a Florida corporation.

THIRD: The future effective date of these Articles of Merger shall be January 1, 2006 at 12:01 a.m.

FOURTH: Shareholder approval was not required. The Plan of Merger was adopted by the Board of Directors of Coast Materials on December 11, 2005 and by the Board of Directors of RMC Ewell on December 10, 2005.

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IN WITNESS WHEREOF, the undersigned have hereunto set their hand this 11th day of December, 2005.

RMC EWELL, INC., a Florida corporation

By: 

Name: Thomas J. Edgeller

Title: Treasurer and Secretary

COAST MATERIALS COMPANY, a
Mississippi corporation

By: 

Name: Thomas J. Edgeller

Title: Treasurer and Secretary

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EXHIBIT A

Agreement and Plan of Merger

(Attached)

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**AGREEMENT AND PLAN OF MERGER
PURSUANT TO SECTION 79-4-11.02
OF THE MISSISSIPPI BUSINESS CORPORATION ACT**

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is dated as of December 14, 2003, by and between COAST MATERIALS COMPANY, a Mississippi corporation ("Coast Materials") and RMC EWELL, INC., a Florida corporation ("RMC Ewell").

1. **Merger.** Coast Materials shall be merged with and into RMC Ewell (the "Merger"), and RMC Ewell shall be the surviving entity (hereinafter sometimes referred to as the "Surviving Entity"). The separate existence of Coast Materials as a legal entity shall cease. The assets of each party to the Merger shall vest in and devolve on the Surviving Entity by operation of law without further act or deed. The Surviving Entity shall be liable for all of the debts and obligations of each non-surviving entity.

2. **Effective Time.** The Merger shall become effective as of January 1, 2006 at 12:01 a.m. (the "Effective Time").

3. **Governing Documents.** The Articles of Incorporation of RMC Ewell, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity. The Bylaws of RMC Ewell, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity without change or amendment, but may be thereafter amended in accordance with the provisions thereof and applicable law.

4. **Conversion of Securities.** As of the Effective Date, by virtue of the Merger and without any action on the part of the holders of any outstanding shares of stock or other securities of Coast Materials, each share of stock of Coast Materials issued and outstanding immediately prior to the Effective Date shall be cancelled and extinguished and shall cease to be outstanding, as of the Effective Date. As of the Effective Date, each share of stock of RMC Ewell which are issued and outstanding as of the Effective Date shall remain issued and outstanding and shall not be affected by the Merger.

5. **Governing Law.** This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without regard to its conflicts of laws principles.

6. **Binding Effect.** Except as otherwise provided herein, this Merger Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and, where permitted, assigns.

7. **Entire Agreement.** This Merger Agreement contains all of the agreements between the parties hereto and supersedes any and all prior agreements, arrangements, or understandings between the parties relating to the subject matter hereof. No oral understandings, oral statements, oral promises or oral inducements exist. No representations, warranties, covenants, or conditions, express or implied, whether by statute or otherwise, other than as set forth herein, have been made by the parties hereto.

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8. **Further Assurances.** The parties hereto shall execute all further instruments and perform all acts which are or may become necessary to effectuate and to carry out the transactions contemplated by this Merger Agreement.

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IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed and delivered as of the date first above written.

COAST MATERIALS COMPANY,
a Mississippi corporation

By: 

Name: Thomas L. Edgeller
Title: Treasurer and Secretary

RMC EWELL, INC.,
a Florida corporation

By: 

Name: Thomas L. Edgeller
Title: Treasurer and Secretary

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