

838975

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONSOLIDATED MINERALS, INC., a Delaware corp., qualified in Florida,  
document number 838975

INTO

FLORIDA CRUSHED STONE COMPANY, a Florida corporation,  
P93000084726

File date: June 30, 1997, effective July 1, 1997

Corporate Specialist: Karen Gibson

838975

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONSOLIDATED POWER & MINERALS, INC., a Florida corporation, document  
number P94000026735

INTO

CONSOLIDATED MINERALS, INC., a Delaware corporation, 838975

File date: June 30, 1997

Corporate Specialist: Karen Gibson

Elaine Maskevich  
HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

200002226272--7

-06/30/97--01063--026

\*\*\*\*245.00 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Consolidated Minerals, Inc.  
(Corporation Name) (Document #)
2. Consolidated Power & Minerals Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 6-30-97 3:30

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |  |
|-------------------------------------|--|
| <input type="checkbox"/>            | Amendment                              |
| <input type="checkbox"/>            | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/>            | Change of Registered Agent             |
| <input type="checkbox"/>            | Dissolution/Withdrawal                 |
| <input checked="" type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

*File*  
*1st*

Examiner's Initials

ARTICLES OF MERGER BETWEEN  
CONSOLIDATED MINERALS, INC.  
AND  
CONSOLIDATED POWER & MINERALS, INC.

FILED  
97 JUN 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, Consolidated Minerals, Inc., a Delaware corporation, which will be the surviving corporation ("Survivor") and Consolidated Power & Minerals, Inc., a Florida corporation ("Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation, a wholly owned subsidiary of the Survivor, into the Survivor (the "Merger").

ARTICLE I

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto and made a part of these Articles of Merger as Exhibit "A".

ARTICLE II

The name of the surviving corporation is Consolidated Minerals, Inc., a Delaware corporation.

ARTICLE III

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

ARTICLE IV

The Plan of Merger was adopted by written consent of the Board of Directors of Survivor on June 6, 1997. Approval by the shareholders is not required pursuant to Florida Statutes §607.1104.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 26TH day of June, 1997.

CONSOLIDATED POWER & MINERALS,  
INC., a Florida corporation

By: F. Browne Gregg  
F. Browne Gregg, Chairman of the Board

CONSOLIDATED MINERALS, INC., a  
Delaware corporation

By: F. Browne Gregg  
F. Browne Gregg, Chairman of the Board

EXHIBIT A  
**PLAN OF MERGER**

Consolidated Minerals, Inc. has adopted the following plan of merger pursuant to Section 607.1104, Florida Statutes.

- a) The names of the corporations planning to merge are:  
  
Consolidated Minerals, Inc., a Delaware corporation ("CMI")  
Consolidated Power and Minerals, Inc., a Florida corporation ("CPMI")
- b) The name of the surviving corporation is Consolidated Minerals, Inc. ("Survivor").
- c) The terms and conditions of the Merger are as follows:  
  
On the effective date of the Merger, CPMI shall merge into its parent, the Survivor. The separate existence of CPMI shall cease, its issued and outstanding stock shall be cancelled and the Survivor shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed of CPMI, without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of CPMI, and neither the rights of the creditors nor any liens on the property of CPMI shall be impaired by the merger. There shall be no changes in the Certificate of Incorporation of the Survivor as a result of this Merger.
- d) The manner and basis of converting the shares of each corporation shall be as follows:  
  
On the effective date of the Merger:
  - (i) Each share of the Survivor's common stock shall be unchanged upon the effectiveness of the Merger.
  - (ii) Each share of the stock of CPMI that is outstanding immediately prior to the effectiveness of the Merger shall be surrendered and cancelled upon effectiveness of the Merger.
- e) The assets of CPMI shall be recorded in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of CPMI and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the Survivor.
- f) The effective date of the Merger shall be the date the Articles of Merger are filed with the Florida Secretary of State.