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C T Corporation System

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660 East Jefferson Street

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Tallahassee, FL 32301 (850) 222-1092

City

State

Zip

Phone

200003081942--7
-12/28/99--01051--021
*****70.00 *****70.00

CORPORATION(S) NAME

Mergers

EFFECTIVE DATE
12/31/99

Florida Sun Cement Co, Inc.

merging into:

Eagle Cement Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS / G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Effective 12/31/99

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Availability	<i>1/3/00</i>
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12/28

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THANK YOU

RECEIVED
99 DEC 28 PM 12:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**00789, 00572, 02209, 00672*

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA SUN CEMENT CO., INC., a Florida corporation H90921

,

into

EAGLE CEMENT CORPORATION, a Delaware entity 855204

File date: December 28, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 29, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: FLORIDA SUN CEMENT CO., INC.
Ref. Number: H90921

We have received your document for FLORIDA SUN CEMENT CO., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$1200.00.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 699A00060672

12/30/99

File 2nd

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/31/99

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida 1989 Business Corporation Act (the "FBCA"), the undersigned corporation submits the following Articles of Merger for the purpose of effecting a merger of Florida Sun Cement Co., Inc., a Florida corporation ("Merged Corporation") into Eagle Cement Corporation, a Delaware corporation ("Surviving Corporation") under the FBCA.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Eagle Cement Corporation	Delaware

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Florida Sun Cement Co., Inc.	Florida

THIRD: A copy of the Plan of Merger is attached hereto as ANNEX A.

FOURTH: Pursuant to the merger, Merged Corporation shall be merged with and into Surviving Corporation, the separate existence of Merged Corporation shall cease, Surviving Corporation as the surviving corporation, which shall not be a new corporation, shall carry on its business and shall continue its corporate existence as a Delaware corporation to be governed by the laws of the State of Delaware.

FIFTH: The merger shall become effective on December 31, 1999.

SIXTH: The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on December 24, 1999 and shareholder approval was not required.

FILED
99 DEC 28 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated the 24th day of December, 1999.

EAGLE CEMENT CORPORATION



By: _____

Name: Gilberto Perez

Title: President

FLORIDA SUN CEMENT

By:  _____

Name: JEFF H. SMITH

Title: ASSIST. SEC

ANNEX A

PLAN OF MERGER

This Plan of Merger, dated as of December 24, 1999, is adopted by the board of directors of Eagle Cement Corporation pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA").

W I T N E S S E T H:

WHEREAS, Eagle Cement Corporation, a Delaware Corporation (the "Parent Corporation"), owns 100% of the stock of Florida Sun Cement Co., Inc., a Florida Corporation (the "Subsidiary Corporation");

WHEREAS, Parent Corporation desires to merge Subsidiary Corporation into itself pursuant to Section 607.1104 of the FBCA and Section 253 of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, be it hereby resolved that:

1. Pursuant to the merger, Subsidiary Corporation, as a wholly owned subsidiary of Parent Corporation, shall be merged with and into Parent Corporation, Parent Corporation shall be the surviving corporation, and Parent Corporation shall carry on its business and shall continue its corporate existence as a Delaware corporation to be governed by the laws of the State of Delaware.
2. Each share of Subsidiary Corporation common stock, par value \$100.00, issued and outstanding immediately before the merger shall, upon the merger of and by virtue of the merger, be canceled and no consideration shall be issued in exchange therefor.
3. The shareholders of the Subsidiary Corporation who, except for the applicability of Section 607.1104 of the FBCA would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the FBCA, are entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.