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MERGER OR SHARE EXCHANGE

DAL-TILE SSC EAST, INC.

JAN 05 2006

Merger

Division of Corporations

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MERGER OR SHARE EXCHANGE

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**ARTICLES OF MERGER
OF
KEYS GRANITE, INC.
(a Florida corporation)
WITH AND INTO
DAL-TILE SSC EAST, INC.
(a Delaware corporation)**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was adopted by the Board of Directors of Dal-Tile SSC East, Inc. on December 30, 2005. Pursuant to Section 607.1104 of the Act, the shareholders of Keys Granite, Inc. and Dal-Tile SSC East, Inc. were not required to approve the Agreement and Plan of Merger.
3. The merger shall be effective at 11:59 p.m. EST on December 31, 2005.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers this 30th day of December, 2005.

KEYS GRANITE, INC.

By: Barbara M. Gutz
Name: Barbara M. Gutz
Title: VP + Assistant Secretary

DAL-TILE SSC EAST, INC.

By: Phil Lee
Name: Phil Lee
Title: Vice President

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

Pursuant to this Agreement and Plan of Merger dated as of the 31st day of December, 2005, Keys Granite, Inc., a Florida corporation and a wholly-owned subsidiary of Dal-Tile SSC East, Inc., a Delaware corporation (the "Parent Corporation"), shall be merged with and into the Parent Corporation.

SECTION 1
DEFINITIONS

1.1 **Effective Time.** "Effective Time" shall mean the date and time on which the Merger contemplated by this Agreement and Plan of Merger becomes effective pursuant to the laws of the States of Delaware and Florida, as determined in accordance with Section 2.2 of this Agreement and Plan of Merger.

1.2 **Surviving Corporation.** "Surviving Corporation" shall refer to the Parent Corporation as the corporation surviving the Merger.

1.3 **Subsidiary Corporation.** "Subsidiary Corporation" shall refer to Keys Granite, Inc.

1.4 **Merger.** "Merger" shall refer to the merger of the Subsidiary Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Agreement and Plan of Merger.

SECTION 2
TERMS OF MERGER

2.1 **Merger.** Subject to the terms and conditions set forth in this Agreement and Plan of Merger, at the Effective Time, the Subsidiary Corporation shall be merged with and into the Parent Corporation in accordance with applicable law. The Parent Corporation shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name "Dal-Tile SSC East, Inc." The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors of the Parent Corporation.

2.2 **Effective Time.** The Merger contemplated by this Agreement and Plan of Merger shall be effective at 11:59 p.m. EST on December 31, 2005.

2.3 **Certificate of Incorporation.** The Certificate of Incorporation of the Parent Corporation as it exists at the Effective Time shall remain in full force and effect after the Effective Time.

2.4 Bylaws. The bylaws of the Parent Corporation as they exist at the Effective Time shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The Board of Directors of the Parent Corporation shall continue to serve as the Board of Directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

2.6 Officers. The officers of the Parent Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are appointed and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Subsidiary Corporation shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Parent Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 4 MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement and Plan of Merger.

4.2 Plan of Reorganization. Each of the parties intends for the Merger to qualify as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Tax Code"). Each of the parties also intends for this Agreement and Plan of Merger to constitute a plan of reorganization within the meaning of Section 368 of the Tax Code and the Treasury Regulations thereunder, and each party to this Agreement and Plan of Merger hereby adopts such plan of reorganization.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

MERGING CORPORATION:

KEYS GRANITE, INC.

By: Barbara M. Gertz
Name: Barbara M. Gertz
Title: VP + Assistant Secretary

SURVIVING CORPORATION:

DAL-TILE SSC EAST, INC.

By: [Signature]
Name: James Folman
Title: Vice President