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FLORIDA DEPARTMENT OF STATE

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MERGER OR SHARE EXCHANGE

B.E.T.- ER MIX, INC.

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Merger

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04/29/03

ARTICLES OF MERGER
Merger Sheet

MERGING:

CEMENT PRODUCTS, INC., a Florida corporation, 446796

INTO

B.E.T.- ER MIX, INC., a Florida entity, F12496

File date: April 28, 2003

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1105 of the Florida Statutes:

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cement Products, Inc. 9301 Denton Avenue Hudson, FL 34674	Florida	Corporation

Florida Document/Registration Number: 446796
FEIN: 59-1526512

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving entity (the "Surviving Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
B.E.T.-ER MIX, Inc. 9301 Denton Avenue Hudson, FL 34674	Florida	Corporation

Florida Document/Registration Number: F12496
FEIN: 59-2108919

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by all of the directors and all of the shareholders of the Merged Entity on April 17, 2003.

FIFTH: The Plan of Merger was approved by all of the directors of the Surviving Entity on April 17, 2003; shareholder approval was not required.

SIXTH: These Articles of Merger shall be effective upon their filing with the Florida Department of State.

SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Entity or the Articles of Incorporation or Bylaws of the Merged Entity.

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These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 13th day of April, 2003.

B.E.T.-ER MIX, INC.,
a Florida corporation

By: Priscilla K. White
Priscilla K. White
President

"Surviving Entity"

CEMENT PRODUCTS, INC.,
a Florida corporation

By: Priscilla K. White
Priscilla K. White
President

"Merged Entity"

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EXHIBIT A

PLAN OF MERGER

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated April 17, 2003, between B.E.T.-ER MIX, INC., a Florida corporation ("Surviving Corporation") and CEMENT PRODUCTS, INC., a Florida corporation ("Merged Corporation") (hereinafter individually called "Merging Entity" and together with the Surviving Corporation called the "Merging Entities").

WITNESSETH:

WHEREAS, the Articles of Incorporation of the Surviving Corporation were filed in the office of the Secretary of State of Florida on December 22, 1980;

WHEREAS, the Articles of Organization of Merged Corporation were filed in the office of the Secretary of State of Florida on February 22, 1974;

WHEREAS, the Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of capital stock of the Merged Corporation; and

WHEREAS, the board of directors and the shareholders of the Surviving Corporation and the members and the managers of the Merged Corporation have authorized the merger of Merged Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law;

NOW, THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

ARTICLE I

Merger

Effective on the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), Merged Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Corporation into itself.

ARTICLE II

Articles of Incorporation, Bylaws and Name

The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "B.E.T.-ER MIX, INC."

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ARTICLE III

Conversion of Shares and Membership Interests

(a) Each share of capital stock, par value \$1.00 per share, of Surviving Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding as one share of capital stock.

(b) Any and all shares of capital stock of Merged Corporation, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist. As soon as practical after the Effective Date of the merger, any holder of a certificate or certificates representing shares of capital stock of Merged Corporation shall tender their respective certificates to Surviving Corporation for cancellation against issuance of shares of capital stock of Surviving Corporation based on the conversion ratio described above.

ARTICLE IV

Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Articles of Incorporation and Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The directors of Surviving Corporation on the Effective Date shall remain as the directors of the Surviving Corporation after the merger.

(c) The officers of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation.

(d) The Surviving Corporation shall pay all expenses incident to this merger.

(e) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

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(f) Following the merger, Surviving Corporation shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(g) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers or managers of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated April 17, 2003, by the directors and shareholders of the Merged Corporation, and the undersigned officer of the Merged Corporation has been authorized and directed to execute and submit same in accordance with Section 607.1104, Florida Statutes.

(b) This Plan has been duly adopted and approved by written consent dated April 17, 2003, by the Board of Directors of the Surviving Corporation, and the undersigned officer of the Surviving Corporation has been authorized and directed to execute and submit same in accordance with Section 607.1104, Florida Statutes; shareholder approval by the Surviving Corporation was not required.

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The parties have caused this Plan to be executed by their duly authorized officer or manager as of the day and year first above-written.

CEMENT PRODUCTS, INC.,
a Florida corporation

By: Priscilla K. White

Priscilla K. White
President

"Merged Corporation"

B.E.T.-ER MIX, INC.,
a Florida corporation

By: Priscilla K. White

Priscilla K. White
President

"Surviving Corporation"

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