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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GOLDEN TRIANGLE ASPHALT PAVING COMPANY, a Florida corporation  
376916

into

SUPERFOS CONSTRUCTION (U.S.), INC., a Delaware corporation  
F92000000739

File date: September 19, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
GOLDEN TRIANGLE ASPHALT PAVING COMPANY  
INTO  
SUPERFOS CONSTRUCTION (U.S.), INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act and Section 8-252 of the General Corporation Law of the State of Delaware, Golden Triangle Asphalt Paving Company, a Florida corporation, and Superfos Construction (U.S.), Inc., a Delaware corporation, adopt the following Articles of Merger:

1. Superfos Construction (U.S.), Inc. was incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware. Superfos Construction (U.S.), Inc. owns all of the outstanding shares of each class of the capital stock of Golden Triangle Asphalt Paving Company, a Florida corporation.

2. The Agreement and Plan of Merger dated as of September 19, 1997 between Golden Triangle Asphalt Paving Company and Superfos Construction (U.S.), Inc. (the "Plan") is attached as Exhibit A, and incorporated by reference as if fully set forth herein.

3. Pursuant to Section 607.1105(1)(b) of the Florida Business Corporation Act and Section 259 of the General Corporation Laws of the State of Delaware, the date of the effectiveness of the merger shall be the day on which these Articles of Merger are filed with the Department of State of Florida and the Certificate of Merger is filed with the Secretary of the State of Delaware.

4. The Plan was approved, adopted, and executed by Golden Triangle Asphalt Paving Company and Superfos Construction (U.S.), Inc. in accordance with the requirements of Sections 8-251(c) and 8-252 of the General Corporation Law of the State of Delaware and in accordance with the requirements of Chapter 607 of the Florida Business Corporation Act. Approval of all the stockholders and directors of both Corporations has been received, and there are no dissents.

5. Pursuant to the Plan, Golden Triangle Asphalt Paving Company will be merged into Superfos Construction (U.S.), Inc., and the name of the surviving corporation is Superfos Construction (U.S.), Inc.

6. Pursuant to the provisions of Section 607.1107(2) of the Florida Business Corporation Act, Superfos Construction (U.S.), Inc. agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation on the rights of dissenting shareholders of any constituent corporation in the State of Florida, as well as for enforcement of any obligation of Superfos Construction (U.S.), Inc. arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 607.1107(2) of the Florida Business Corporation Act, and amendments thereto, and hereby irrevocably appoints the Secretary of the State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State

of Florida is as follows: Superfos Construction (U.S.), Inc., 2999 Ross Clark Circle, Suite 501, Dothan, Alabama 36301, Attn: President.

7. These Articles of Merger were adopted, approved and executed in accordance with the laws of the States of Florida and Delaware. on September 15, 1997.

IN WITNESS WHEREOF, the parties have set their hands as of the 19th day of September, 1997.

SUPERFOS CONSTRUCTION (U.S.), INC.

By Charles E. Owens  
Charles E. Owens, President

GOLDEN TRIANGLE ASPHALT PAVING COMPANY

By Charles E. Owens  
Charles E. Owens, President

## **EXHIBIT A**

### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, dated as of September 19, 1997, is by and between SUPERFOS CONSTRUCTION (U.S.), INC., a Delaware corporation ("SCI") and GOLDEN TRIANGLE ASPHALT PAVING COMPANY, a Florida corporation ("GTAP").

#### **RECITALS**

SCI is a corporation duly organized and existing under the laws of the State of Delaware, and GTAP is a corporation duly organized and existing under the laws of the State of Florida.

All of GTAP's issued and outstanding capital stock is owned by Superfos Construction (U.S.), Inc., a Delaware corporation ("GTAP Common Stock").

The respective boards of directors of SCI and GTAP have determined that it is advisable that GTAP be merged into SCI on the terms and conditions set forth herein, in order to achieve various savings, efficiencies and benefits, including elimination of the expense of maintaining the separate corporate existence and foreign qualifications of both constituent corporations, obtaining the credit and other benefits of combining the balance sheets and income statements of the constituent corporation, providing access to additional credit sources for GTAP's operations, and diversifying SCI's business operations.

#### **AGREEMENT**

In consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with the applicable statutes of the States of Delaware and Florida, GTAP

shall be and is merged into SCI as of the Effective Date (as defined in Article VI), and SCI shall be the Surviving Corporation. The terms and conditions of such merger and the mode of carrying it into effect shall be as follows:

#### ARTICLE I - MERGER

On the Effective Date, GTAP shall be merged into SCI, the separate existence of GTAP shall cease, SCI shall continue in existence, and such merger shall in all respects have the effect provided for in Section 259 of the General Corporation Law of the State of Delaware and Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act.

Pursuant to the provisions of Section 607.1107(2) of the Florida Business Corporation Act, SCI agrees that it may be served with process in the State of Florida, in any proceeding to enforce any obligation or the rights of dissenting shareholders of any constituent corporation in the State of Florida as well as enforcement of any obligation of SCI arising from the merger, and irrevocably appoints the Secretary of State of Florida as SCI's agent to accept service of process in any such suit or other proceeding. The address to which a copy of the service of process shall be mailed by the Secretary of State of Florida is as follows: Superfos Construction (U.S.), Inc., 2999 Ross Clark Circle, Dothan, Alabama 36301, Attention: President.

The constituent corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date, the surviving corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the constituent corporations shall execute and deliver any and all proper deeds,

assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

## ARTICLE II - TERMS OF TRANSACTION

Upon the Effective Date, the outstanding shares of GTAP Common Stock shall be canceled and each share of SCI Common Stock outstanding immediately prior to the Effective Date shall remain outstanding. GTAP shall cease to exist, and SCI shall be the surviving corporation resulting from the merger of GTAP and SCI. Pursuant to Section 607.1105(2) of the Florida Business Corporation Act, a copy of the Agreement and Plan of Merger certified by the Department of State, may be filed in the office of the Clerk of Circuit Court in each county in the State of Florida in which real property of GTAP is situated.

## ARTICLE III - CERTIFICATE OF INCORPORATION AND BYLAWS

From and after the Effective Date and until thereafter amended as provided by law, the Certificate of Incorporation and Bylaws of SCI as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the surviving corporation.

## ARTICLE IV - DIRECTORS AND OFFICERS

The persons who are directors and officers of SCI immediately before the merger shall become the directors and officers of the surviving corporation and shall hold office as provided in the Certificate of Incorporation and Bylaws of the surviving corporation.

## ARTICLE V - STOCK CERTIFICATES

After the Effective Date, the certificate or certificates representing the outstanding shares of GTAP Common Stock shall be surrendered to the Secretary of the surviving corporation for cancellation.

ARTICLE VI - STOCKHOLDER APPROVAL EFFECTIVENESS OF MERGER

This Agreement and Plan of Merger shall be submitted to Superfos Construction (U.S.), Inc., as sole shareholder of GTAP, as provided by the applicable laws of the States of Delaware and Florida. If this Agreement and Plan of Merger is duly authorized and adopted by written consent of SCI as shareholder of GTAP, a Certificate of Merger shall be executed, filed, and recorded in accordance with the laws of the State of Delaware as soon as practicable after such approval and Articles of Merger shall be executed, filed, and recorded in accordance with the laws of the State of Florida as soon as practical after such approval. The merger shall become effective on the day on which the Certificate of Merger and the Articles of Merger are so filed (the "Effective Date"). This Agreement and Plan of Merger constitutes a plan or reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, SCI and GTAP, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Agreement and Plan of Merger to be executed by its President and attested by its secretary.

SUPERFOS CONSTRUCTION (U.S.), INC.

By: Charles E. Owens  
Charles E. Owens, President

ATTEST:

R. Alan Palmer  
R. Alan Palmer, Secretary

GOLDEN TRIANGLE ASPHALT PAVING  
COMPANY

By: Charles E. Owens  
Charles E. Owens, President

ATTEST:

R. Alan Palmer  
R. Alan Palmer, Secretary