



THE UNITED STATES
CORPORATION
COMPANY

H93340

ACCOUNT NO. : 072100000032

REFERENCE : 276074 4348748

AUTHORIZATION :

COST LIMIT : \$ 87.50 PPD

ORDER DATE : February 27, 1997

ORDER TIME : 12:50 PM

ORDER NO. : 276074-005

CUSTOMER NO: 4348748

CUSTOMER: Ms. Peggy Brown
Trammell Crow Residential
717 N. Harwood
Ste. 1200 / Lb 128
Dallas, TX 75201

900002101529--8
-02/28/97- 01115--003
****87.50 ****87.50

RECEIVED

96 FEB 28 PM 1:53

DOMESTIC FILINGS

NAME: SOUTHERN CONCRETE SYSTEMS,
INC.

FILED
97 FEB 28 PM 1:08
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: DE

3/3/97 Voluntary
Dissolved

**ARTICLES OF DISSOLUTION
BY DIRECTORS AND SHAREHOLDERS
OF
SOUTHERN CONCRETE SYSTEMS, INC.**

FILED
97 FEB 28 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

1. The name of the corporation is **SOUTHERN CONCRETE SYSTEMS, INC.**
2. The date the dissolution was authorized was **February 11, 1997.**
3. The action to dissolve the corporation was taken by written consent of the Shareholders entitled to vote on the proposal to dissolve the corporation given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on February 24, 1997.

SOUTHERN CONCRETE SYSTEMS, INC.

BY: Peggy E. Brown
Peggy E. Brown, Assistant Secretary

**UNANIMOUS CONSENT OF DIRECTORS AND SHAREHOLDERS
OF
SOUTHERN CONCRETE SYSTEMS, INC.,
a Florida corporation**

February 11, 1997

The undersigned, being the owners and holders of all of the issued and outstanding common stock of **SOUTHERN CONCRETE SYSTEMS, INC.**, a Florida corporation (the "Corporation"), hereby give written consent to the adoption of, and do hereby adopt, the following resolutions:

RESOLVED, that the Corporation be dissolved voluntarily in accordance with the terms and conditions of the plan of dissolution incorporated into the following resolutions; and

RESOLVED FURTHER, that the Corporation is being liquidated pursuant to Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

RESOLVED FURTHER, that all liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made therefor; and

RESOLVED FURTHER, that after the provisions for, or the payment of, the known debts and liabilities of the Corporation, the officers of the Corporation are authorized and directed to distribute the remaining assets of the Corporation to the shareholders of record in the following manner: (1) with respect to any cash, by distributing to the shareholders of record a proportion of such cash equal to the proportion that the shares owned by each such shareholder bears to the total issued and outstanding shares of the Corporation; and (2) with respect to assets other than cash, by distributing to the shareholders of record an undivided interest in each of such assets equal to the proportion that the shares of the Corporation owned by each such shareholder bears to the total issued and outstanding shares of the Corporation; and

RESOLVED FURTHER, that the distribution of the assets shall be made to the shareholders of the Corporation on the following conditions: (1) that on demand made by the Board of Directors, the shareholders surrender, for cancellation, the certificate or certificates evidencing their ownership of capital stock of the Corporation; and (2) that such distribution shall be in complete satisfaction of the rights of the shareholders as the shareholders of the Corporation; and

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized to do such acts and to take such steps as may be necessary or convenient to carry this plan into effect, including, but not limited to, the execution of such instruments as may be required to vest title to the assets of the Corporation in the shareholders; and

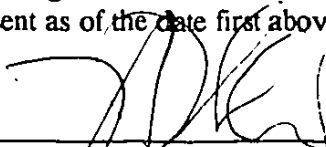
RESOLVED FURTHER, that as soon as the assets of the Corporation have been distributed in conformity with this plan, the officers of the Corporation are hereby authorized and directed to execute Articles of Dissolution, and to cause such Articles of Dissolution by Board of Directors and Shareholders to be filed in the office of the Secretary of State of Florida, and to do all other things necessary or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that any proper officer of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name and on behalf of the Corporation, to make, execute, acknowledge, certify, accept, file, verify, issue, deliver and record all such applications, agreements, documents, instruments and certifications, with the corporate seal of the Corporation affixed thereto and attested by the Secretary or any Assistant Secretary of the Corporation, or unattested, or without such seal, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such payments and remittances, as may in each case be in the opinion of the officer taking such action (such opinion to be conclusively evidenced by the taking of such actions by such officer), necessary, desirable, appropriate, or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that all actions heretofore taken by the officers and directors of the Corporation, and all things done by their authority, with respect to the dissolution of the Corporation be, and the same hereby are, ratified, approved and adopted as the acts of the Corporation.

This consent may be executed in any number of counterparts, and it shall not be necessary for more than one shareholder to execute any one counterpart, provided that each shareholder shall have executed at least one counterpart. All counterparts of this consent shall be taken together as one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the directors and shareholders of record of the Corporation, have executed this consent as of the date first above written.



Harlan R. Crow, Shareholder & Director

J. Ronald Terwilliger, Shareholder & Director

Warren J. Durkin, Jr., Director

Clifford A. Breining, Shareholder

(Signatures continued on next page)

RESOLVED FURTHER, that as soon as the assets of the Corporation have been distributed in conformity with this plan, the officers of the Corporation are hereby authorized and directed to execute Articles of Dissolution, and to cause such Articles of Dissolution by Board of Directors and Shareholders to be filed in the office of the Secretary of State of Florida, and to do all other things necessary or convenient to the dissolution of the Corporation; and

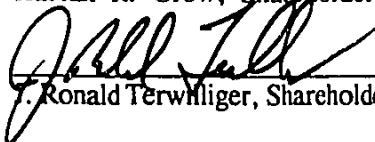
RESOLVED FURTHER, that any proper officer of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name and on behalf of the Corporation, to make, execute, acknowledge, certify, accept, file, verify, issue, deliver and record all such applications, agreements, documents, instruments and certifications, with the corporate seal of the Corporation affixed thereto and attested by the Secretary or any Assistant Secretary of the Corporation, or unattested, or without such seal, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such payments and remittances, as may in each case be in the opinion of the officer taking such action (such opinion to be conclusively evidenced by the taking of such actions by such officer), necessary, desirable, appropriate, or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that all actions heretofore taken by the officers and directors of the Corporation, and all things done by their authority, with respect to the dissolution of the Corporation be, and the same hereby are, ratified, approved and adopted as the acts of the Corporation.

This consent may be executed in any number of counterparts, and it shall not be necessary for more than one shareholder to execute any one counterpart, provided that each shareholder shall have executed at least one counterpart. All counterparts of this consent shall be taken together as one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the directors and shareholders of record of the Corporation, have executed this consent as of the date first above written.

Harlan R. Crow, Shareholder & Director



J. Ronald Terwilliger, Shareholder & Director

Warren J. Durkin, Jr., Director

Clifford A. Breining, Shareholder

(Signatures continued on next page)

RESOLVED FURTHER, that as soon as the assets of the Corporation have been distributed in conformity with this plan, the officers of the Corporation are hereby authorized and directed to execute Articles of Dissolution, and to cause such Articles of Dissolution by Board of Directors and Shareholders to be filed in the office of the Secretary of State of Florida, and to do all other things necessary or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that any proper officer of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name and on behalf of the Corporation, to make, execute, acknowledge, certify, accept, file, verify, issue, deliver and record all such applications, agreements, documents, instruments and certifications, with the corporate seal of the Corporation affixed thereto and attested by the Secretary or any Assistant Secretary of the Corporation, or unattested, or without such seal, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such payments and remittances, as may in each case be in the opinion of the officer taking such action (such opinion to be conclusively evidenced by the taking of such actions by such officer), necessary, desirable, appropriate, or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that all actions heretofore taken by the officers and directors of the Corporation, and all things done by their authority, with respect to the dissolution of the Corporation be, and the same hereby are, ratified, approved and adopted as the acts of the Corporation.

This consent may be executed in any number of counterparts, and it shall not be necessary for more than one shareholder to execute any one counterpart, provided that each shareholder shall have executed at least one counterpart. All counterparts of this consent shall be taken together as one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the directors and shareholders of record of the Corporation, have executed this consent as of the date first above written.

Harlan R. Crow, Shareholder & Director

J. Ronald Terwilliger, Shareholder & Director

Warren J. Durkin, Jr., Director

Clifford A. Breining, Shareholder

(Signatures continued on next page)

RESOLVED FURTHER, that as soon as the assets of the Corporation have been distributed in conformity with this plan, the officers of the Corporation are hereby authorized and directed to execute Articles of Dissolution, and to cause such Articles of Dissolution by Board of Directors and Shareholders to be filed in the office of the Secretary of State of Florida, and to do all other things necessary or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that any proper officer of the Corporation be, and each of them hereby is, authorized and empowered, acting for, in the name and on behalf of the Corporation, to make, execute, acknowledge, certify, accept, file, verify, issue, deliver and record all such applications, agreements, documents, instruments and certifications, with the corporate seal of the Corporation affixed thereto and attested by the Secretary or any Assistant Secretary of the Corporation, or unattested, or without such seal, and to do or cause to be done all such acts and things, and to take all such steps, and to make all such payments and remittances, as may in each case be in the opinion of the officer taking such action (such opinion to be conclusively evidenced by the taking of such actions by such officer), necessary, desirable, appropriate, or convenient to the dissolution of the Corporation; and

RESOLVED FURTHER, that all actions heretofore taken by the officers and directors of the Corporation, and all things done by their authority, with respect to the dissolution of the Corporation be, and the same hereby are, ratified, approved and adopted as the acts of the Corporation.

This consent may be executed in any number of counterparts, and it shall not be necessary for more than one shareholder to execute any one counterpart, provided that each shareholder shall have executed at least one counterpart. All counterparts of this consent shall be taken together as one and the same instrument.

IN WITNESS WHEREOF, the undersigned, being all of the directors and shareholders of record of the Corporation, have executed this consent as of the date first above written.

Harlan R. Crow, Shareholder & Director

J. Ronald Terwilliger, Shareholder & Director


Warren J. Durkin, Jr., Director



Clifford A. Breining, Shareholder

(Signatures continued on next page)

(Signatures continued from previous page)



Trammell S. Crow, Shareholder