

K 46213

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

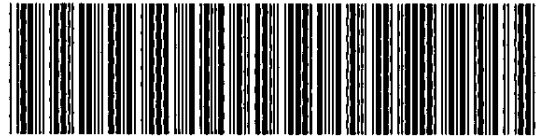
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/30/08--01002--006 **35.00

RECEIVED
08 DEC 29 PM 3:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 12/31/08

FILED
08 DEC 29 AM 8:15
DIVISION OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

DEC 30 2008

EXAMINER



CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

FILED
08 DEC 29 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

EFFECTIVE DATE 12/31/08

Re: Order #: 7446143 SO
Customer Reference 1: Project Mars (Part II)
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Hanson Hardscape Products, Inc. (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

EFFECTIVE DATE 12/31/08

FILED
08 DEC 29 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
Florida Profit Corporation
Into
"Other Business Entity"

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Hanson Hardscape Products, Inc.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

Hanson Hardscape Products LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a Limited Liability Company

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: December 31, 2008 at 8:00 p.m. Eastern Time

8. This conversion shall be effective in Florida on: December 31, 2008 at 8:00 p.m.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
ATTN: Legal Dept.

300 E. John Carpenter Fwy., Ste. 1645 Irving, TX 75062

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

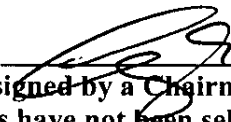
Street Address: ATTN: Legal Dept.

300 E. John Carpenter Fwy., Ste. 1645

Mailing Address: Irving, TX 75062

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 24th day of December 2008.

Signature: 

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Amy C. Yi Title: Assistant Secretary

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)