

L01000016149

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TALLAHASSEE, FLORIDA

J. BRYAN

DEC 30 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 627970 5038699

AUTHORIZATION

COST LIMIT : \$ 60.00

ORDER DATE : December 29, 2010

ORDER TIME : 5:14 PM

ORDER NO. : 627970-040

CUSTOMER NO: 5038699

ARTICLES OF MERGER

K & M PROPERTIES OF FLORIDA,
LLC

INTO

VCNA PRESTIGE READY-MIX
FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

File 4th

CERTIFICATE OF MERGER

OF

K & M PROPERTIES OF FLORIDA, LLC

#L01000016149

(a Florida limited liability company)

AND

VCNA PRESTIGE READY-MIX FLORIDA, INC.

(a Delaware corporation)

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TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(i) K & M Properties of Florida, LLC, a limited liability company, which is organized under the laws of the State of Florida; and

(ii) VCNA Prestige Ready-Mix Florida, Inc., a corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Section 264 of the General Corporation Law of the State of Delaware and Section 608.438 of the Florida Limited Liability Company Act.

3. The name of the surviving corporation in the merger herein certified is VCNA Prestige Ready-Mix Florida, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. If the surviving company is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: 7601 W. 79th Street, Bridgeview, Illinois 60455.

5. If the survivor is not formed, organized or incorporated under the laws of the Florida, the survivor agrees to pay any members with appraisal rights the amount, to which such members are entitled under ss. 608-4351-608.43595, F.S.

6. If the surviving party is an out-of-state entity not qualified to transact business in the State of Florida, the surviving entity:

a. Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street Address: 7601 W. 79th Street, Bridgeview, Illinois 60455.

Mailing Address: 7601 W. 79th Street, Bridgeview, Illinois 60455.

b. Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss. 608-4351-608-43595, Florida Statutes.

7. The Certificate of Incorporation of VCNA Prestige Ready-Mix Florida, Inc., as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving corporation.

8. The executed Agreement of Merger between the aforesaid companies is on file at a place of business of the aforesaid surviving corporation, the address of which is as follows: 7601 W. 79th Street, Bridgeview, Illinois 60455.

9. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of the aforesaid surviving corporation or any person holding an interest in the terminating limited liability company.

10. The Agreement of Merger between the aforesaid constituent business entities provides that the merger herein certified shall be effective on December 31, 2010.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Merger is hereby signed upon behalf of each of the parties thereto.

Dated: December 29, 2010

K & M PROPERTIES OF FLORIDA, LLC,
a Florida limited liability company

By: _____

Name: Richard Olsen

Its: Manager

Dated: December 29, 2010

VCNA PRESTIGE READY-MIX
FLORIDA, INC., a Delaware corporation

By: _____

Name: Jolanta Malicki

Its: Secretary

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

K & M PROPERTIES OF FLORIDA, LLC

(a Florida limited liability company)

AND

VCNA PRESTIGE READY-MIX FLORIDA, INC.

(a Delaware corporation)

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SECRETARY OF STATE
ALABAMA, FLORIDA

This Agreement and Plan of Merger, dated as of December 29, 2010, is made by and between K & M Properties of Florida, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Subsidiary"), and VCNA Prestige Ready-Mix Florida, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent"), and pursuant to the provisions of Section 264 of the General Corporation Law of the State of Delaware and Section 608.438 of the Florida Statutes.

RECITALS

WHEREAS, Parent owns 100% of the membership interests of Subsidiary; and

WHEREAS, Parent deems it in its best interest to merge Subsidiary with and into the Parent (the "Merger"), and, incident to the Merger, all of the membership interests in Subsidiary shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of transferring all assets and properties of every description and wherever located of the Subsidiary and their rights, privileges, immunities, powers, franchises and authority, public as well as private, and other such terms and conditions as may be required and permitted. The Sole Member of the Subsidiary and the Sole Stockholder and Board of Directors of the Parent deem the Merger desirable and in the best interests of the shareholder or member, as the case may be, each of the Sole Member and the Sole Stockholder and Board of Directors have, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its Sole Member or the Sole Stockholder and Board of directors for approval.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by the appropriate members of Subsidiary and duly approved by a resolution adopted by the Sole Stockholder and Board of Directors of Parent, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Subsidiary and Parent shall, pursuant to the provisions of the Section 264 of the General Corporation Law of the State of Delaware and Section 608.438 of the Florida Limited Liability Company Act, be merged with and into a corporation, to wit, Parent, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware..

The separate existence of Subsidiary, which is hereinafter sometimes referred to as the "terminating company", shall cease at the said effective time in accordance with the provisions of the Florida Limited Liability Company Act.

2. The Certificate of Incorporation of VCNA Prestige Ready-Mix Florida, Inc., as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving company.

3. The Bylaws of the surviving company, as now in force and effect, shall continue to be the Bylaws of said surviving company.

4. There will be no disposition of the shares of Parent.

5. Each membership interest issued of the terminating limited liability company shall, at the effective time of the merger, be immediately cancelled.

6. All rights and property of whatever nature vested in Subsidiary before the Merger will be vested in Parent immediately after the Merger without any further act or deed by Parent.

7. Any intercompany debt outstanding between Parent and Subsidiary immediately before the merger will be settled on the Merger.

8. All remaining liabilities and other debt obligations of Subsidiary will become liabilities and debt obligations of Parent.

9. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating company and of the surviving company in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the provisions of

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TALLAHASSEE, FLORIDA

the Florida Limited Liability Company Act, the said terminating company and the said surviving company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

10. The Sole Member and the proper officers of the terminating company and the Board of Directors of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

11. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be December 31, 2010.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed
upon behalf of each of the parties thereto.

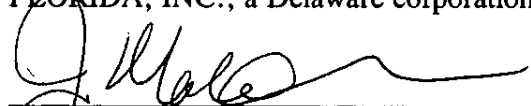
Dated: December 29, 2010

K & M PROPERTIES OF FLORIDA, LLC,
a Florida limited liability company

By: 
Name: Richard Olsen
Its: Manager

Dated: December 29, 2010

VCNA PRESTIGE READY-MIX
FLORIDA, INC., a Delaware corporation

By: 
Name: Jolanta Malicki
Its: Secretary

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