

JUN-21-2002 16:15

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Florida Department of State
Division of Corporations
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((H02000155491 2)))

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AL

MERGER OR SHARE EXCHANGE

PRESTIGE/AB READY MIX, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

DIVISION OF CORPORATIONS

02 JUN 21 PM 4:27

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRESTIGE/AB READY MIX, INC. A FLORIDA ENTITY

INTO

PRESTIGE/AB READY MIX, LLC, a Florida entity, L02000001370

File date: June 21, 2002

Corporate Specialist: Agnes Lunt

FILED
02 JUN 21 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H02000155491 2)))

FILED
02 JUN 21 11:58
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PRESTIGE/AB READY MIX, INC.
WITH AND INTO
PRESTIGE/AB READY MIX, LLC

801-6948
L02-1370

Pursuant to the provisions of Section 607.1108 of the Florida General Corporation Act and Section 608.438 of the Florida Limited Liability Act (collectively the "Act"), **PRESTIGE/AB READY MIX, INC.**, a Florida corporation, and **PRESTIGE/AB READY MIX, LLC**, a Florida limited liability company, do hereby adopt the following Articles of Merger:

FIRST: The names of the entities which are parties to the merger (the "Merger") contemplated by these Articles of Merger are **PRESTIGE/AB READY MIX, INC.** and **PRESTIGE/AB READY MIX, LLC**. **PRESTIGE/AB READY MIX, LLC** is the surviving entity (the "Surviving Entity") in the Merger.

SECOND: The plan of merger is set forth in that certain Agreement and Plan of Merger dated as of February 1, 2002, between **PRESTIGE/AB READY MIX, INC.** and **PRESTIGE/AB READY MIX, LLC**, a copy of which is attached hereto (the "Agreement and Plan of Merger") and incorporated herein.

THIRD: The Agreement of Merger was adopted by:

- a. all of the directors and shareholders of **PRESTIGE/AB READY MIX, INC.** by a Written Action of the Shareholders as of February 1, 2002; and
- b. all of the members, managers, and members of the Executive Committee of **PRESTIGE/AB READY MIX, LLC** in accordance with the provisions of Sections 608.4231(5), (8) and 608.4381(3) by a Written Consent of the Members as of February 1, 2002.

FOURTH: The Merger shall become effective upon filing in accordance with the provisions of Section 607.1108(4) and Section 608.438(4) of the Act.

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JUN-21-2002 16:15

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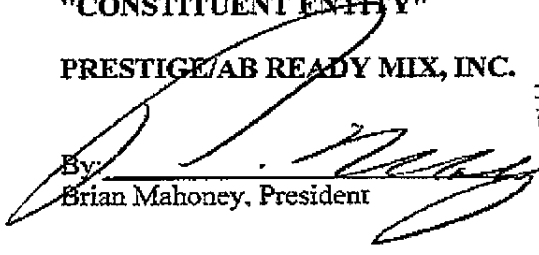
T-454 P.003/006 F-448

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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 1st day of February, 2002.

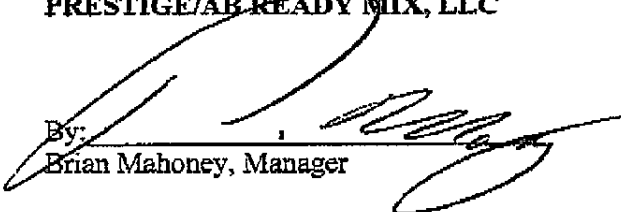
"CONSTITUENT ENTITY"

PRESTIGE/AB READY MIX, INC.

By: 
Brian Mahoney, President

"SURVIVING ENTITY"

PRESTIGE/AB READY MIX, LLC

By: 
Brian Mahoney, Manager

FILED
02 JUN 21 AM 8:58
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

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THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into as of the 1st day of February, 2002 by and among:

PRESTIGE/AB READY MIX, INC., a Florida corporation, with its principal office located at 7228-C Westport Place, West Palm Beach, Florida 33413 (hereinafter referred to as "Constituent Corporation")

and

PRESTIGE/AB READY MIX, LLC, a Florida limited liability company, with its principal office located at 7228-C Westport Place, West Palm Beach, Florida 33413 (hereinafter referred to as the "Surviving Entity").

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02 JUN 21 AM 8:58
JULIA J. STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

WHEREAS, the Constituent Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors/Members, the Constituent Corporation and the Surviving Entity have determined that the Constituent Corporation shall merge (the "Merger") with and into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Chapters 607 and 608, Florida Statutes;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Constituent Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Constituent Corporation and the Surviving Entity agree that the Constituent Corporation shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving entity.
2. **SURVIVING ENTITY.** On and after the effective date (as defined below) of the Merger:
 - a. The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such surviving entity as are provided by Chapter 608, Florida Statutes.

- b. **PRESTIGE/AB READY MIX, INC.**, as the constituent corporation, shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity.

3. **TERMS AND CONDITIONS OF MERGER:** The terms and conditions of the Merger are the following:

- a. **Articles of Organization.** The Articles of Organization of the Surviving Corporation shall continue as the Articles of Organization of the Surviving Entity.
- b. **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.
- c. **Management.** The management of the Surviving Entity is vested in one or more Managers and the name and business address of the Manager of the Surviving Entity is:

Brian Mahoney
7228-C Westport Place
West Palm Beach, FL 33413

4. **MANNER AND BASIS OF CONVERTING SHARES INTO SURVIVING ENTITY.**

- a. **Conversion of Shares of Constituent Corporation.** The manner and basis of converting the shares of the Constituent Corporation into interests in the Surviving Entity shall be as follows:
- i. Each share of common stock of the Constituent Corporation outstanding on the effective date of the Merger, and all rights in respect thereof, and not owned by the corporation, including any uncertificated rights and, in the event no shares have been issued, any subscription rights thereto, shall be cancelled as of the Effective Date of the Merger
- ii. On the Effective Date of the Merger any treasury shares owned by the Constituent Corporation shall be cancelled.
- b. **Conversion of Interests of Surviving Entity.** The manner and basis of converting the existing interests of Prestige/AB Ready Mix, LLC ("LLC") into interests of Prestige/AB Ready Mix, LLC, as the Surviving Entity, shall be that all interests in LLC shall be and remain issued and outstanding.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Board of Directors and Shareholders of the Constituent Corporation and the Members of the Surviving Entity. Subsequent to the execution of this Agreement by the appropriate officers of the Constituent Corporation and the Surviving Entity, the proper officers of each entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities

for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The merger shall be effective ~~on February 1, 2002~~ ^{February 1, 2003} upon filing in accordance with provisions of Section 607.1108(4) and Section 608.438(4) of the Act.

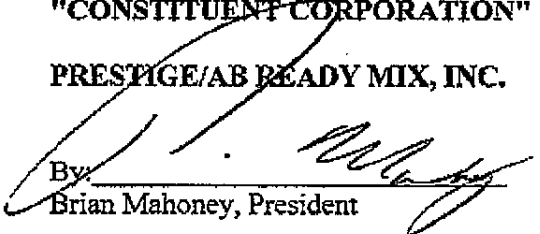
7. **MISCELLANEOUS.**

- a. **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.
- b. **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders and members of the Constituent Corporation and the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.
- c. **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, PRESTIGE/AB READY MIX, INC. and PRESTIGE/AB READY MIX, LLC have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

"CONSTITUENT CORPORATION"

PRESTIGE/AB READY MIX, INC.

By: 
Brian Mahoney, President

"SURVIVING ENTITY"

PRESTIGE/AB READY MIX, LLC

By: 
Brian Mahoney, Manager