

10/16/2007 20:23 FAX 305-358-5744
Division of Corporations

WHITE CASE

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W2 000025595

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MERGER OR SHARE EXCHANGE

Prestige AB Management Co., LLC

Certificate of Status	0
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\$286.00 6325812-0017

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10/16/2007

ARTICLES OF MERGER

OF

**PRESTIGE/AB READY MIX, LLC
PRESTIGE AB BLOCK PLANT, LLC
PRESTIGE AB READY MIX OF DAVENPORT, LLC
PRESTIGE AB READY MIX OF FT. PIERCE, LLC
PRESTIGE AB READY MIX OF MELBOURNE, LLC
PRESTIGE AB READY MIX OF ALAFAYA, LLC
PRESTIGE AB READY MIX OF KISSIMMEE, LLC
PRESTIGE AB READY MIX OF DAYTONA, LLC
PRESTIGE AB BLOCK OF FT. PIERCE, LLC**

WITH AND INTO

PRESTIGE AB MANAGEMENT CO., LLC

Pursuant to the provisions of Section 608.4382 of the Florida Statute, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Prestige /AB Ready Mix, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc No. L02000001370	Florida	Limited Liability Company
Prestige AB Block Plant, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L04000009111	Florida	Limited Liability Company
Prestige AB Ready Mix of Davenport, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L04000069244	Florida	Limited Liability Company
Prestige AB Ready Mix of Ft. Pierce, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L03000046705	Florida	Limited Liability Company
Prestige AB Ready Mix of Melbourne, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L02000024292	Florida	Limited Liability Company

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Prestige AB Ready Mix of Alafaya, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L04000087804	Florida	Limited Liability Company
Prestige AB Ready Mix of Kissimmee, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L04000087800	Florida	Limited Liability Company
Prestige AB Ready Mix of Daytona, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L05000079711	Florida	Limited Liability Company
Prestige AB Block Plant of Ft. Pierce, LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L06000013081	Florida	Limited Liability Company
Prestige AB Management Co., LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L02000025595	Florida	Limited Liability Company

SECOND: The name, street address, jurisdiction and entity type of the surviving entity is:

Prestige AB Management Co., LLC 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. L02000025595	Florida	Limited Liability Company
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THIRD: The attached plan of Merger meets the requirement of sections 608.6171 Florida Statutes, and was approved by the parties to the merger in accordance with Chapter 608 Florida Statutes.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the sole member of the each of the Constituent Companies on October 3, 2007.

SIXTH: The Plan of Merger was adopted by the sole member of the surviving Company on October 3, 2007.

SIGNATURES ON FOLLOWING PAGE

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of October 3, 2007.

Prestige/AB Ready Mix, LLC
Prestige AB Block Plant, LLC
Prestige AB Ready Mix of Davenport, LLC
Prestige AB Ready Mix of Ft. Pierce, LLC
Prestige AB Ready Mix of Alabama, LLC
Prestige AB Ready Mix of Melbourne, LLC
Prestige AB Ready Mix of Kissimmee, LLC
Prestige AB Ready Mix of Daytona, LLC
Prestige AB Block of Ft. Pierce, LLC, each a Florida limited liability company

By: Daniel R. Fritz
Daniel R. Fritz, Authorized Representative

PRESTIGE AB MANAGEMENT, LLC

By: Daniel R. Fritz
Daniel R. Fritz, Vice President

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

OF

**PRESTIGE/AB READY MIX, LLC
PRESTIGE AB BLOCK PLANT, LLC
PRESTIGE AB READY MIX OF DAVENPORT, LLC
PRESTIGE AB READY MIX OF FT. PIERCE, LLC
PRESTIGE AB READY MIX OF MELBOURNE, LLC
PRESTIGE AB READY MIX OF ALAFAYA, LLC
PRESTIGE AB READY MIX OF KISSIMMEE, LLC
PRESTIGE AB READY MIX OF DAYTONA, LLC
PRESTIGE AB BLOCK OF FT. PIERCE, LLC**

WITH AND INTO

PRESTIGE AB MANAGEMENT CO., LLC

This Agreement and Plan of Merger dated as of October 3, 2007, is made by and between PRESTIGE/AB READY MIX, LLC, PRESTIGE AB BLOCK PLANT, LLC, PRESTIGE AB READY MIX OF DAVENPORT, LLC, PRESTIGE AB READY MIX OF FT. PIERCE, LLC, PRESTIGE AB READY MIX OF MELBOURNE, LLC, PRESTIGE AB READY MIX OF ALAFAYA, LLC, PRESTIGE AB READY MIX OF KISSIMMEE, LLC, PRESTIGE AB READY MIX OF DAYTONA, LLC, and PRESTIGE AB BLOCK OF FT. PIERCE, LLC, each a limited liability company organized and existing under the laws of the State of Florida (each a "Constituent Company, collectively, the "Constituent Companies"), and PRESTIGE AB MANAGEMENT CO., LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company" or the "Surviving Company"), pursuant to the provisions of Section 608.438 of the Florida Statutes.

RECITALS

WHEREAS, VCNA Prestige Ready Mix Florida, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Member"), owns 100% of the membership interests (the "Interests") of the Constituent Companies and also owns 100% membership interest in the Surviving Company; and

WHEREAS, the Member deems it in its best interest to merge the Constituent Companies with and into the Company (the "Merger") and, incident to the Merger, all of the interests of the Constituent Companies 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 Constituent Company and their rights, privileges, immunities, powers, franchises and authority, public as well as private, and such other terms and conditions as may be required or desired and permitted. The Member of the Constituent Companies and Member of the Surviving Company deem the Merger desirable and in the best interests of the Member and Member has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger.

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AGREEMENT

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 5 below), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Limited Liability Company Act, each of the Constituent Companies shall be merged with and into the Company, which shall be the Surviving Company, and the separate existence of the each of the Constituent Companies shall cease. The Company, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of the Constituent Companies. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the each of the Constituent Companies shall be vested in the Surviving Company without further act. All obligations due to the Constituent Companies shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Constituent Companies existing as of the Effective Date.

2. The Articles of Organization of the Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company.

3. The Limited Liability Company Operating Agreement of the Company as in effect on the Effective Date shall remain in effect and be the Limited Liability Company Operating Agreement of the Surviving Company.

4. On the Effective Date, by virtue of the Merger and without any further act, all membership interests in the Constituent Companies shall be cancelled.

5. The Merger shall become effective on the day that the Articles of Merger for the Merger have been filed with the Secretary of State of Florida (the "Effective Date").

6. The authorized representative of the Constituent Companies and Vice President of the Surviving Company, respectively, are empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 and Plan of Merger or of the Merger.

7. The name and address of the member of the Surviving Company

VCNA PRESTIGE READY MIX FLORIDA, INC.
100 W. Bay Street, Suite 700
Jacksonville, FL 32202

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ALLIANCE, FLORIDA

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IN WITNESS WHEREOF, the Constituent Companies and the Surviving Company have caused this Agreement and Plan of Merger to be signed in their names by their respective authorized officers as of the day and year first above written.

Prestige/AB Ready Mix, LLC
Prestige AB Block Plant, LLC
Prestige AB Ready Mix of Davenport, LLC
Prestige AB Ready Mix of Ft. Pierce, LLC
Prestige AB Ready Mix of Melbourne, LLC
Prestige AB Ready Mix of Alachua, LLC
Prestige AB Ready Mix of Kissimmee, LLC
Prestige AB Ready Mix of Daytona, LLC
Prestige AB Block of Ft. Pierce, LLC, each a Florida limited liability company

By: Daniel R. Fritz
Daniel R. Fritz, Authorizer Representative

PRESTIGE AB MANAGEMENT, LLC

By: Daniel R. Fritz
Daniel R. Fritz, Vice President

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