

L050000 75933

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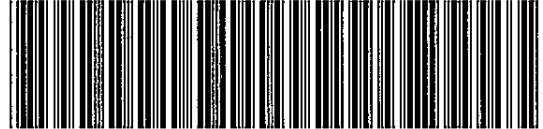
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 674911 7237463
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 60.00

FILED
05 OCT 27 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 27, 2005
ORDER TIME : 9:23 AM
ORDER NO. : 674911-005
CUSTOMER NO: 7237463

ARTICLES OF MERGER

CONEX INVESTMENTS, LLC

INTO

CONCRETE EXPRESS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris Ext. 2937

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
CONEX INVESTMENTS, LLC
(Florida Limited Liability Company)
AND
CONCRETE EXPRESS, INC.
(Georgia Corporation)

FILED
05 OCT 27 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with section(s) 608.4382, 608.4383 and/or 620.203, Florida Statutes.

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|---|
| 1. Conex Investments, LLC 6303 Blue Lagoon Drive Suite 140 Miami, Florida 33126 Florida Document Number: L05000075933 | Florida | Limited Liability Company FEI Number: 20-3243221 |
| 2. Concrete Express, Inc. 1075 Louisville Road Savannah, GA 31415-3121 | Georgia | Corporation FEI Number: 58-2193834 |

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Concrete Express, Inc. 1075 Louisville Road Savannah, GA 31415-3121 | Georgia | Corporation |

THIRD: The attached plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by the limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other corporation that is a party to the merger in accordance with the respective laws of the State of Georgia.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any to which they are entitled under Section(s) 607.205, 620.205, and/or 608.4384, Florida Statutes.

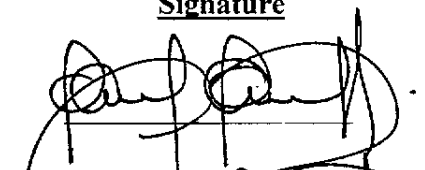
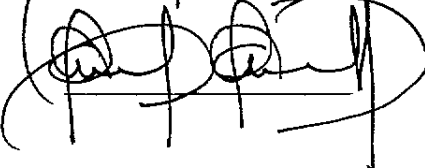
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381, and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES OF EACH PARTY

| <u>Name of Entity</u> | <u>Signature</u> | <u>Printed Name of the Individual</u> |
|------------------------|---|---------------------------------------|
| Conex Investments, LLC |  | Camilo Abello, Manager |
| Concrete Express, Inc. |  | Camilo Abello, Vice-President |

PLAN OF MERGER OF
CONEX INVESTMENTS, LLC
(Florida Limited Liability Company)

WITH AND INTO

CONEX EXPRESS, INC.
(Georgia Corporation)

The following Plan of Merger, which was adopted by each party to the merger in accordance with Section 608.4381 is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> |
|---|---------------------|
| 1. Conex Investments, LLC 6303 Blue Lagoon Drive Suite 140 Miami, Florida 33126 Florida Document Number: L05000075933 | Florida |
| 2. Concrete Express, Inc. 1075 Louisville Road Savannah, GA 31415-3121 | Georgia |

SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> |
|---|---------------------|
| Concrete Express, Inc. 1075 Louisville Road Savannah, GA 31415-3121 | Georgia |

THIRD: The terms and conditions of the merger are as follows:

A. Conex Investments, LLC, a Florida limited liability company will merge with and into Concrete Express, Inc., a Georgia corporation with Concrete Express, Inc. as the surviving entity. As a consequence of the merger, Concrete Express, Inc. will assume all the liabilities of Conex Investments, LLC. This is a statutory merger and after the merger has taken place, the sole member of Conex Investments, LLC will be the sole shareholder of Concrete Express, Inc.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

This is a statutory merger. In exchange of Concrete Express, Inc. assuming all the liabilities of Conex Investments, LLC, Concrete Express, Inc. will make all the accounting adjustments required by the merger.

B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

None

FIFTH: All statements that are required by the laws of the State of Georgia under which Concrete Express, Inc., a Georgia corporation that is a party to the merger is formed, organized, or incorporated are attached as Exhibit "A" hereto.

SIXTH: Other provisions, if any, relating to the merger:

Articles of Merger of Concrete Express, Inc. and Conex Investments, LLC, including a Plan of Merger, have been filed with the Secretary of State of the State of Georgia as required by the Georgia Business Corporation Code.