

L06000093833

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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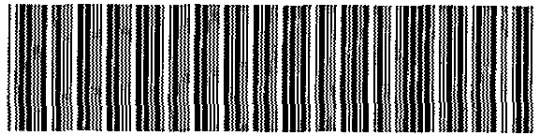
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03 OCT 18 AM 10:45

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06 OCT 18 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 534470 5017885

AUTHORIZATION

COST LIMIT : \$ 80.00

FILED
06 OCT 18 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE.: October 18, 2006

ORDER TIME : 10:26 AM

ORDER NO. : 534470-005

CUSTOMER NO: 5017885

ARTICLES OF MERGER

FRK BRITTLE ROAD, LLC

INTO

BROOKSVILLE QUARRY, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER OF
BROOKSVILLE QUARRY, LLC AND FRK BRITTLE ROAD, LLC**

The undersigned companies, pursuant to Section 608.4382 of the Florida Limited Liability Company Act, hereby execute the following certificate of merger and set forth:

ONE

The exact name, form/entity type, and jurisdiction for each merging party are as follows:

1. Brooksville Quarry, LLC, a Florida limited liability company L06000093833
2. FRK Brittle Road, LLC, a Florida limited liability company L06000041488

TWO

The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Brooksville Quarry, LLC, a Florida limited liability company

THREE

A copy of the Plan of Merger merging FRK Brittle Road, LLC, a Florida limited liability company, into Brooksville Quarry, LLC, a Florida limited liability company, is attached hereto as Schedule A.

FOUR

The Plan of Merger was approved and adopted by the sole member of Brooksville Quarry, LLC on October 4, 2006 in accordance with § 608.4381 of the Florida Statutes.

The Plan of Merger was approved and adopted by the sole member of FRK Brittle Road, LLC on October 4, 2006 in accordance with § 608.4381 of the Florida Statutes.

FIVE

The merger shall become effective on the date on which this Certificate of Merger is filed with the Florida Department of State.

[Signature page immediately follows]


FILED
06 OCT 18 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized members declare that the facts herein stated are true as of October 4, 2006.

BROOKSVILLE QUARRY, LLC

By its sole member,


FLORIDA ROCK PROPERTIES, INC.

By: 
Print: John E. Anderson
Title: Chairman/CEO

FRK BRITTLE ROAD, LLC

By its sole member,

FLORIDA ROCK INDUSTRIES, INC.

By: 
Print: John A. Milton Jr.
Title: Exec V-P

SCHEDULE A
PLAN OF MERGER

See attached.

PLAN OF MERGER

THIS PLAN OF MERGER dated this 4th day of October, 2006 (this "Agreement"), is made pursuant to Section 608.438 of the Florida Limited Liability Company Act, between BROOKSVILLE QUARRY, LLC, a Florida limited liability company ("Brooksville Quarry"), and FRK BRITTLE ROAD, LLC, a Florida limited liability company ("FRK Brittle Road") (collectively, the "Constituent Companies").

WITNESSETH that, the Constituent Companies desire to merge into a single limited liability company, as hereinafter specified.

NOW, THEREFORE, Brooksville Quarry and FRK Brittle Road, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. FRK Brittle Road LLC, a Florida limited liability company (the "Merging Company"), shall be and hereby is merged into Brooksville Quarry, LLC, a Florida limited liability company (the "Surviving Company"), which shall be the surviving company in the merger (the "Merger").

2. The terms and conditions of the Merger are as follows:

- (a) The Articles of Organization of Brooksville Quarry, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization of the Surviving Company.
- (b) The Merger shall become effective on the date on which the Certificate of Merger is filed with the Florida Department of State.
- (c) Upon the Merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Companies shall be transferred to, vested in and devolve upon Brooksville Quarry without further act or deed and all property, rights and every other interest of Brooksville Quarry and the Merging Company shall be as effectively the property of Brooksville Quarry as they were of Brooksville Quarry and the Merging Company, respectively. The Merging Company hereby agrees from time to time, as and when requested by Brooksville Quarry or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Brooksville Quarry may deem necessary or desirable in order to vest in and confirm to Brooksville Quarry title to and possession of any property of the Merging Company acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Company and the proper officers and directors of Brooksville Quarry are fully authorized in the name of the Merging Company or otherwise to take any and all such action.

3. The manner of converting the interests of the members of each of the Constituent Companies into interests of the Surviving Company shall be as follows:

- (a) The membership interest of the sole member of Brooksville Quarry shall automatically be virtue of the Merger become a 50% membership interest in the Surviving Company.
- (b) The membership interest of the sole member of FRK Brittle Road shall automatically be virtue of the Merger become a 50% membership interest in the Surviving Company.

4. The names and business addresses of the managers of the Surviving Company are as follows:

John E. Anderson
Patriot Transportation Holding
1801 Art Museum Drive, 3rd Floor
Jacksonville, Florida 32207

John D. Baker II
Florida Rock Industries, Inc.
P.O. Box 4667
Jacksonville, Florida 32201

Ray M. Van Landingham
Patriot Transportation Holding
1801 Art Museum Drive, 3rd Floor
Jacksonville, Florida 32207

Scott McCaleb
Florida Rock Industries, Inc.
P.O. Box 4667
Jacksonville, Florida 32201

[Signature page immediately follows]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective members, have caused these presents to be executed by an authorized officer or member of each party hereto as the respective act, deed and agreement of each of said companies on this 4th day of October, 2006.

BROOKSVILLE QUARRY, LLC

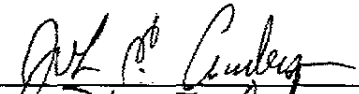
FRK BRITTLE ROAD LLC

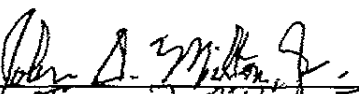
By its sole member,

By its sole member,

FLORIDA ROCK PROPERTIES, INC.

FLORIDA ROCK INDUSTRIES, INC.

By: 
Print: John S. Anderson
Title: Chairman / CEO

By: 
Print: John D. Milton, Jr.
Title: Exec VP