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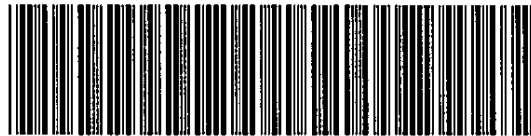
(Business Entity Name)

(Document Number)

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Holland & Knight LLP
Requester's Name
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Address
425-5675
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mariani Asphalt Tampa LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☒ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Certificate of Conversion
of
E.A. Mariani Asphalt Company
into
Mariani Asphalt Tampa, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Conversion and the attached Articles of Organization are submitted to convert **E.A. Mariani Asphalt Company**, a Florida corporation, into **Mariani Asphalt Tampa, LLC**, a Florida limited liability company, pursuant to Section 608.439 and 607.1113, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is "E.A. Mariani Asphalt Company." 196237
2. The "Other Business Entity" is a corporation, first organized under the laws of Florida on September 24, 1956.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is "Mariani Asphalt Tampa, LLC."
5. The address of the Florida Limited Liability Company as set forth in the attached Articles of Organization is 5201 Causeway Blvd., Tampa, Florida 33619.
6. The Conversion was unanimously approved by the shareholders and board of directors of E.A. Mariani Asphalt Company on June 15, 2007.

Signed this 15th day of June, 2007.

E.A. Mariani Asphalt Company,
a Florida corporation


By: 
Name: George E. Mariani, Jr.
Title: President

EXHIBIT A

Articles of Organization
of
Mariani Asphalt Tampa, LLC

**ARTICLES OF ORGANIZATION
OF
MARIANI ASPHALT TAMPA, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company:

ARTICLE I: *Name*

The name of the limited liability company is MARIANI ASPHALT TAMPA, LLC (the "Company").

ARTICLE II: *Address*

The mailing address of the Company is: P.O. Box 75437, Tampa, Florida 33675, and the street address of the principal office of the Company is 5201 Causeway Blvd., Tampa, Florida 33619.

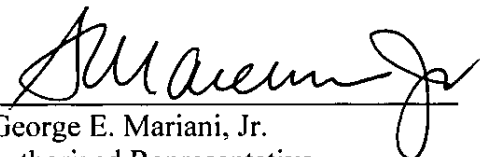
ARTICLE III: *Initial Registered Officer & Agent*

The name and Florida street address of the registered agent of the Company are Fowler White Boggs Banker P.A. at 501 East Kennedy Blvd., Suite 1700, Tampa, Florida 33602

ARTICLE IV: *Management*

The Company shall be manager-managed.

Dated this 15th day of June, 2007.

By: 
Name: George E. Mariani, Jr.
Title: Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for MARIANI ASPHALT TAMPA, LLC, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 15th day of June, 2007.

REGISTERED AGENT:

Fowler White Boggs Banker P.A.

By: 

Name: David C. Shobe, Esq.

Title: Authorized Agent