



OCT. 2. 2007 2:40PM C S C

NO. 768 P. 2

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## ARTICLES OF MERGER

OF

PRESTIGE GUNITE OF WEST PALM BEACH, INC.  
PRESTIGE GUNITE OF FT. PIERCE, INC.  
PRESTIGE GUNITE OF FT. CHARLOTTE, INC.  
PRESTIGE GUNITE OF FORT MYERS, INC.  
PRESTIGE GUNITE OF ORLANDO, INC.  
PRESTIGE GUNITE OF TAMPA, INC.  
PRESTIGE GUNITE OF ORMOND BEACH, INC.  
PRESTIGE GUNITE OF MELBOURNE, INC.  
PRESTIGE MOBILE CONCRETE, INC.  
PRESTIGE GUNITE OF OCALA, INC.  
CHAMPION TRUCK LEASING, INC  
PRESTIGE MATERIALS, INC.  
PRESTIGE TRUCKING, INC.

WITH AND INTO

PRESTIGE GUNITE FLORIDA, LLC

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, 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 Gunite of West Palm Beach, Inc. 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc No. P05000071722	Florida	Corporation
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Prestige Gunite of Ft. Pierce, Inc. 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. P96000053337	Florida	Corporation
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Prestige Gunite of Ft. Charlotte, Inc. 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. V40583	Florida	Corporation
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Prestige Gunite of Fort. Myers, Inc. 7228-C Westport Place West Palm Beach, FL 33413 Florida Doc. No. P94000075886	Florida	Corporation
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Prestige Gunite of Orlando, Inc. 7228-C Westport Place	Florida	Corporation
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West Palm Beach, FL 33413  
Florida Doc. No. P97000031226

Prestige Gunite of Tampa, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P97000034511

Florida

Corporation

Prestige Gunite of Ormond Beach, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P98000007199

Florida

Corporation

Prestige Gunite of Melbourne, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P99000107401

Florida

Corporation

Prestige Mobile Concrete, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P99000017183

Florida

Corporation

Prestige Gunite of Ocala, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P06000034346

Florida

Corporation

Champion Truck Leasing, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P06000055298

Florida

Corporation

Prestige Materials, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P04000016926

Florida

Corporation

Prestige Trucking, Inc.  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. P93000004503

Florida

Corporation

Prestige Gunite Florida, LLC  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. L07000099023

Florida

Limited Liability  
Company

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

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Prestige Granite Florida, LLC  
7228-C Westport Place  
West Palm Beach, FL 33413  
Florida Doc. No. L07000099023

Florida

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Limited Liability  
Company

**THIRD:** The attached plan of Merger meets the requirement of sections 607.1101, Florida Statutes, and was approved by the parties to the merger in accordance with Chapters 607 and 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 shareholder of the each of the Constituent Corporations on October 2<sup>nd</sup>, 2007.

**SIXTH:** The Plan of Merger was adopted by the sole member of the Surviving LLC on October 2<sup>nd</sup>, 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 2<sup>nd</sup>, 2007.

Prestige Gunita of West Palm Beach, Inc.  
Prestige Gunita of Ft. Pierce, Inc.  
Prestige Gunita of Ft. Charlotte, Inc.  
Prestige Gunita of Fort Myers, Inc.  
Prestige Gunita of Orlando, Inc.  
Prestige Gunita of Tampa, Inc.  
Prestige Gunita of Ormond Beach, Inc.  
Prestige Gunita of Melbourne, Inc.  
Prestige Mobile Concrete, Inc.  
Prestige Gunita of Ocala, Inc.  
Champion Truck Leasing, Inc.  
Prestige Materials, Inc.  
Prestige Trucking, Inc., each a Florida corporation

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

PRESTIGE GUNITA FLORIDA, LLC

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

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**PLAN OF MERGER****OF**

**PRESTIGE GUNITE OF WEST PALM BEACH, INC.  
 PRESTIGE GUNITE OF FT. PIERCE, INC.  
 PRESTIGE GUNITE OF FT. CHARLOTTE, INC.  
 PRESTIGE GUNITE OF FORT MYERS, INC.  
 PRESTIGE GUNITE OF ORLANDO, INC.  
 PRESTIGE GUNITE OF TAMPA, INC.  
 PRESTIGE GUNITE OF ORMOND BEACH, INC.  
 PRESTIGE GUNITE OF MELBOURNE, INC.  
 PRESTIGE MOBILE CONCRETE, INC.  
 PRESTIGE GUNITE OF OCALA, INC.  
 CHAMPION TRUCK LEASING, INC.  
 PRESTIGE MATERIALS, INC.  
 PRESTIGE TRUCKING, INC.**

**WITH AND INTO****PRESTIGE GUNITE FLORIDA, LLC**

This Agreement and Plan of Merger dated as of October 2<sup>nd</sup>, 2007, is made by and between Prestige Gunite of West Palm Beach, Inc., Prestige Gunite of Ft. Pierce, Inc., Prestige Gunite of Ft. Charlotte, Inc., Prestige Gunite of Fort Myers, Inc., Prestige Gunite of Orlando, Inc., Prestige Gunite of Tampa, Inc., Prestige Gunite of Ormond Beach, Inc., Prestige Gunite of Melbourne, Inc., Prestige Mobile Concrete, Inc., Prestige Gunite of Ocala, Inc., Champion Truck Leasing, Inc., Prestige Materials, Inc. and Prestige Trucking, Inc., each a corporation organized and existing under the laws of the State of Florida (each a "Constituent Corporation, collectively, the "Constituent Corporations"), and PRESTIGE GUNITE FLORIDA, 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 607.1101 and 608.438 of the Florida Statutes.

**RECITALS**

WHEREAS, PRESTIGE GUNITE INC., a corporation organized and existing under the laws of the State of Florida ("PRESTIGE GUNITE"), owns 100% of the of the issued and outstanding common stock (the "Stock") of the Constituent Corporations and also owns 100% membership interest in the Company; and

WHEREAS, PRESTIGE GUNITE deems it in its best interest to merge the Constituent Corporations with and into the Company (the "Merger") and, incident to the Merger, all of the Stock of the Constituent Corporations 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 Corporation 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 Directors of the Constituent Corporations and Member of the Company deem the Merger desirable and in the

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best interests of the shareholder or member, as the case may be, and each Director and Member has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its members for their approval.

### 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 6 below), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Limited Liability Company Act and the General Business Corporation Act, each of the Constituent Corporations shall be merged with and into the Company, which shall be the Surviving Company, and the separate existence of each of the Constituent Corporations 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 Corporation. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Company without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Constituent Corporation 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 corporate interests in the Constituent Corporation 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 officers of the Constituent Corporations and authorized agent 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 is:

PRESTIGE GUNITE, INC.  
100 W. Bay Street, Suite 700  
Jacksonville, FL 32202

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