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Florida Bar Board Certified
Real Estate Lawyer

N99000004038

June 16, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street.
Tallahassee, FL 32399

300002907973--5
-06/17/99-01086--008
***122.50 ***78.75

RE: Miami-Dade Limestone Products Association, Inc.

Gentlemen:

Please find enclosed Articles of Incorporation for Miami-Dade Limestone Products Association, Inc. together with a check in the sum of \$122.50 representing the filing fee.

Upon filing of the Articles, please provide my office with a certified copy in the enclosed self-addressed, stamped envelope.

Your attention to this matter is greatly appreciated.

Sincerely,

W Payne
WILLIAM J. PAYNE

FILED
99 JUN 30 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WJP/sdh
Enclosures

C:\My Documents\mdlpa\sec-state-ltr.doc

*789,2553,2550
7/99-14390*

D. BROWN JUL 1 1999



RECEIVED JUN 28 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 1999

WILLIAM J. PAYNE, ESQ.
2401 P.G.A. BOULEVARD
SUITE 120
PALM BEACH GARDENS, FL 33410

SUBJECT: MIAMI-DADE LIMESTONE PRODUCTS ASSOCIATION, INC.
Ref. Number: W99000014320

We have received your document for MIAMI-DADE LIMESTONE PRODUCTS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 499A00032865

**ARTICLES OF INCORPORATION
OF
MIAMI-DADE LIMESTONE PRODUCTS ASSOCIATION, INC.
a Non-Profit Corporation**

FILED
99 JUN 30 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a body corporate under the laws of the State of Florida, providing for the formation, management, liabilities and immunities of non-profit corporations, the provisions of which law are hereby accepted, and we hereby adopt the following Articles of Incorporation, which this certificate is made.

ARTICLE I - NAME

The name of this corporation is Miami-Dade Limestone Products Association, Inc. and its principal office is located at 701 Brickell Ave., Suite 3000, Miami, FL 33131.

ARTICLE II - OBJECT

The object of the corporation is to promote public knowledge of the Miami-Dade limestone mining industry, to establish and maintain the highest ethical standard of business practices among members, to disseminate to the public and others information relative to the industry and to perform any other services determined appropriate by the members consistent with local, state and federal law.

The purposes of this corporation do not include pecuniary gain or profit to the members thereof. None of the net earnings, if any, shall ever accrue to the benefit of any member or other individual, firm or corporation; provided, however, that this provision shall not prevent the payment to any persons of reasonable compensation for services actually rendered to the corporation.

ARTICLE III - MEMBERSHIP AND ADMISSIONS

Any person, firm or corporation regularly engaged in limestone mining and/or production of limestone products within Miami-Dade County, Florida shall be qualified for active membership in this association. The manner of admission of members shall be application in writing to the Board of Directors on a form approved by said Board and by approval of said Board. The applicant shall agree to accept and be governed by the By-Laws of the corporation and to pay dues and expenses as are properly assessed by the Board of Directors. Failure to comply with said By-Laws or to pay said dues or expenses shall be grounds for expulsion in a manner as provided in said By-Laws. All decisions by the Board of Directors as to membership eligibility shall be final.

ARTICLE IV - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual unless dissolved according to the Laws of Florida.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers to this charter are:

1. Karl H. Watson, Rinker Materials Corporation
2. Leo Vecellio, White Rock Quarries
3. Hardy Johnson, Tarmac, Florida, Inc.
4. John Baker, Florida Rock Industries, Inc.

ARTICLE VI - OFFICERS

The officers who shall manage the affairs of the corporation shall be:

1. A Board of Directors, with such powers as are prescribed in the By-Laws, consisting of not less than nine directors, all of whom shall be representatives of member companies and shall be elected by a majority vote of the members present at the annual meeting, each member company having one vote, as follows:
 - A. First Board - five directors for one year and four for two years.
 - B. Then to be elected thereafter, for a term of three years.
2. A President and Secretary/Treasurer, and such other officers as the Board of Directors shall deem necessary, elected annually by the Board at the first Board Meeting following the annual meeting of members.

ARTICLE VII - TEMPORARY OFFICERS

The names of the officers who are to manage the affairs of the corporation until the first election under these Articles are:

1. Board of Directors:
Karl Watson
Leo Vecellio
Hardy Johnson
John Baker
2. Officers:
Cliff Kirkmyer, President
Jim Hurley, Secretary/Treasurer

ARTICLE VIII - BY-LAWS

The By-Laws are to be made, altered or rescinded by a majority of the members present at any annual meeting or special meeting called for this purpose, provided that not less than thirty days prior to such meeting each member shall have been notified in writing of such meeting and such proposed By-Laws, alteration or rescission, which notice shall include a copy of said proposal. Said By-Laws, alterations or rescissions may be made without a meeting provided written assent is obtained from a majority of all the active members of the association and provided further that each member of the association shall have been provided with a copy of said proposed By-Laws, alteration or rescission prior to said written assent.

WITNESS the hands and seals of the incorporators, this 8th day of June, 1999.

Karl H. Watson (SEAL)
Scott Vecellio Jr (SEAL)
Johnson (SEAL)
John D. Baker (SEAL)

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Personally appeared before me, an officer duly authorized to administer oaths, KARL WATSON, to me well known to be one of the incorporators described in the foregoing Charter, who being by me first duly sworn, upon oath that he executed the foregoing certificate of incorporation, that the same is intended in good faith to carry out the purposes and objectives set forth therein.

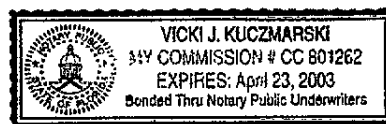
WITNESS my hand and official seal this 8 day of June, 1999.

Vicki KuczmarSKI
Notary Public

My Commission Expires:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE



Personally appeared before me, an officer duly authorized to administer oaths, LEO VECCELIO, to me well known to be one of the incorporators described in the

foregoing Charter, who being by me first duly sworn, upon oath that he executed the foregoing certificate of incorporation, that the same is intended in good faith to carry out the purposes and objectives set forth therein.

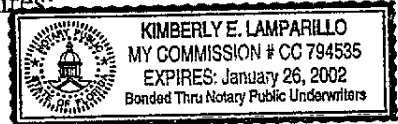
WITNESS my hand and official seal this 8 day of June, 1999.

Kimberly E. Lamparillo
Notary Public

My Commission Expires:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE



Personally appeared before me, an officer duly authorized to administer oaths, HARDY JOHNSON to me well known to be one of the incorporators described in the foregoing Charter, who being by me first duly sworn, upon oath that he executed the foregoing certificate of incorporation, that the same is intended in good faith to carry out the purposes and objectives set forth therein.

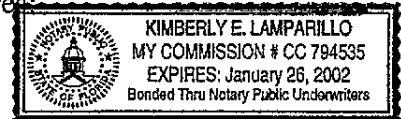
WITNESS my hand and official seal this 8 day of June, 1999.

Kimberly E. Lamparillo
Notary Public

My Commission Expires:

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

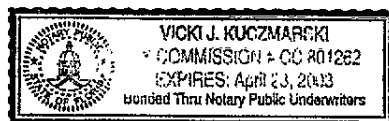


Personally appeared before me, an officer duly authorized to administer oaths, JOHN BAKER, to me well known to be one of the incorporators described in the foregoing Charter, who being by me first duly sworn, upon oath that he executed the foregoing certificate of incorporation, that the same is intended in good faith to carry out the purposes and objectives set forth therein.

WITNESS my hand and official seal this 8 day of June, 1999.

Vicki Kuczmareki
Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1 The name of the corporation is: Miami-Dade Limestone Products Association, Inc.

2. The name and address of the registered agent and office is:

William J. Payne

(Name)

11211 Prosperity Farms Road, Suite B-106

(P.O. Box not acceptable)

Palm Beach Gardens, FL 33410

(City/State/Zip)

FILED
99 JUN 30 PM 3: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

W J Payne

(Signature)

6/28/99

(Date)