

P93000084726

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Florida Crushed Stone Company

merging: Chemical Lime, Inc. & Tri-State Carriers, Inc.

FILED
00 DEC 28 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/00

EFFECTIVE DATE
12-31-00

Order#: 3491525

Ref#: _____

Amount: \$ _____

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00 DEC 28 PM 12:02
DIVISION OF CORPORATION

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***105.00 ***105.00

G. COULLETTE DEC 28 2000

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TRI-STATE CARRIERS, INC., a Florida corporation, 466188

CHEMICAL LIME INC., a Florida corporation, 237151

INTO

FLORIDA CRUSHED STONE COMPANY, a Florida entity, P93000084726.

File date: December 28, 2000 , effective December 31, 2000

Corporate Specialist: Cheryl Coulliette ..

**ARTICLES OF MERGER
OF
CHEMICAL LIME, INC. AND
TRI-STATE CARRIERS, INC.
WITH AND INTO
FLORIDA CRUSHED STONE COMPANY**

FILED
00 DEC 28 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations do hereby certify with respect to the merger of Chemical Lime, Inc., a Florida corporation, and Tri-State Carriers, Inc., a Florida corporation (collectively, the "Merging Corporations"), with and into Florida Crushed Stone Company, a Florida corporation (the "Surviving Corporation"), that:

1. A copy of the executed Plan and Agreement of Merger among the Merging Corporations and the Surviving Corporation is attached to and incorporated into these Articles of Merger as Exhibit A (the "Plan of Merger").

2. The Plan of Merger was adopted by the sole shareholder of Chemical Lime, Inc. on December 27, 2000, by the sole shareholder of Tri-State Carriers, Inc. on December 27, 2000, and by the sole shareholder of the Surviving Corporation on December 27, 2000.

3. These Articles of Merger shall be effective at 11:59 p.m. on December 31, 2000.

DULY EXECUTED and delivered by a duly authorized officer of each of the Surviving Corporation and the Merging Corporations as of December 27, 2000.

Chemical Lime, Inc.

Florida Crushed Stone Company

By: Blair E. Stump
Blair E. Stump
Vice President

By: Blair E. Stump
Blair E. Stump
Vice President

Tri-State Carriers, Inc.

EFFECTIVE DATE
12-31-00

By: Blair E. Stump
Blair E. Stump
Vice President

* * * * *

EXHIBIT A

PLAN AND AGREEMENT OF MERGER BY WHICH CHEMICAL LIME, INC. AND TRI-STATE CARRIERS, INC. MERGE WITH AND INTO FLORIDA CRUSHED STONE COMPANY

THIS IS A PLAN AND AGREEMENT OF MERGER (this "Plan and Agreement of Merger") by and between Chemical Lime, Inc., a Florida corporation ("CLI"), Tri-State Carriers, Inc., a Florida Corporation ("TSCI"), and Florida Crushed Stone Company, a Florida corporation ("FCSC"), and by which CLI, TSCI and FCSC, in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree as follows:

1. Background; Corporate Approvals. This Plan and Agreement of Merger sets forth the terms and conditions of the merger (the "Merger") of CLI and TSCI with and into FCSC. FCSC owns 100% of the issued and outstanding shares of CLI, and CLI owns 100% of the issued and outstanding shares of TSCI. This Plan and Agreement of Merger is adopted pursuant to Florida Business Corporation Act §§ 607.1101 and 607.1103. It is the intention of FCSC, CLI and TSCI that the Merger be treated as a complete liquidation of CLI and TSCI in compliance with section 332 of the Internal Revenue Code of 1986, as amended.

2. The Merger and Surviving Corporation. At the Effective Time of the Merger (as hereinafter defined), CLI and TSCI will be merged with and into FCSC, which will be the surviving corporation after the Merger, and will continue to exist as a corporation created and governed by the laws of the State of Florida under the name "Florida Crushed Stone Company" and the Merger will otherwise have the effect provided under the laws of the State of Florida.

3. Articles of Merger. Pursuant to Florida Business Corporation Act §601.1105, each of CLI, TSCI and FCSC will execute and file articles of merger with the Secretary of State of Florida.

4. Effective Time of the Merger. The Merger will be effective at 11:59 o'clock p.m., E.S.T., December 31, 2000 (the "Effective Time of the Merger").

5. Manner and Basis of Converting Shares. The manner and basis of converting, cancelling or extinguishing shares of stock of CLI, TSCI and FCSC will be as follows:

(a) Stock of CLI. At the Effective Time of the Merger, each share of stock of CLI issued and outstanding immediately prior to the Effective Time of the Merger, including any shares that are then held in CLI's treasury, will, by virtue of the Merger and without any further action on the part of any CLI shareholder, be extinguished and canceled.

(b) Stock of TSCI. At the Effective Time of the Merger, each share of stock of TSCI issued and outstanding immediately prior to the Effective Time of the Merger, including any shares that are then held in TSCI's treasury, will, by virtue of the Merger and without any

Plan and Agreement of Merger of CLI
and TSCI into FCSC—p. 2 of 2

further action on the part of any TSCI shareholder, be extinguished and canceled.

(c) Stock of FCSC. Each share of stock of FCSC outstanding immediately prior to the Merger Effective Time will remain an identical outstanding FCSC share after the Effective Time; and no shares or other securities of, or obligations convertible into shares or other securities of, FCSC are to be issued or delivered under or pursuant to the Merger with respect to such shares of stock of FCSC.

6. Articles of Incorporation. Until altered, amended, or repealed in accordance with the Florida Business Corporation Act, the existing Articles of Incorporation of FCSC will continue to be FCSC's Articles of Incorporation at and after the Effective Time.

7. Bylaws. The Bylaws of FCSC as in effect at the Effective Time of the Merger will continue to be FCSC's Bylaws until altered, amended or repealed as provided therein.

8. Directors and Officers. At the Effective Time of the Merger, the persons who are the directors and officers of FCSC immediately prior to the Merger becoming effective will continue to be FCSC's directors and officers.

DULY EXECUTED by an authorized officer of each of the parties hereto as of
December 27, 2000.

Chemical Lime, Inc.

Florida Crushed Stone Company

Blair E. Stump

Blair E. Stump
Vice President

Blair E. Stump

Blair E. Stump
Vice President

Tri-State Carriers, Inc.

Blair E. Stump

Blair E. Stump
Vice President

* * * * *