

Susan Slagle

ATTORNEY AT LAW
Professional Association

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TAXATION
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

November 12, 1997

Federal Express
Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

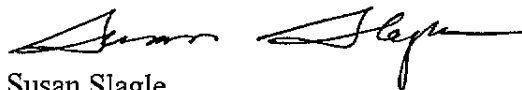
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Re: Article of Amendment to the Articles of Incorporation of Taylor Concrete-
Redimix, Inc.

Dear Sir/Madam:

Enclosed please find for filing the Article of Amendment to the Articles of
Incorporation with regard to above-noted corporation changing the name of the
corporation to ACP Redimix, Inc.

Sincerely yours,



Susan Slagle

SS:jtm
Enclosure

FILED
97 NOV 14 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c Amend

See 11/18

4190 Belfort Road, Suite 240
Jacksonville, Florida 32216

TEL: (904) 296-7726
Fax: (904) 296-8562

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TAYLOR CONCRETE-REDIMIX, INC.

FILED
97 NOV 14 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by unanimous vote of the Directors and Shareholders of Taylor Concrete-Redimix, Inc., by a Special Meeting of the Board of Directors and Shareholders of Taylor Concrete-Redimix, Inc., (copy attached) adopted as of August 19, 1997, the following amendments to its Articles of Incorporation as originally filed on August 19, 1994:

Article I shall be deleted in its entirety, and shall be amended to read as follows:

ARTICLE I

The name of the corporation shall be ACP Redimix, Inc.

The undersigned, L. Mitchell Taylor, Jr., as President and Sole Director of this corporation and as President and Shareholder of American Concrete Products Company, L.C., the sole Shareholder of Taylor Concrete-Redimix, Inc., ratifies and adopts the name change amendment.

Dated this 13th day of November, 1997.

IN WITNESS WHEREOF, the undersigned, as President, has executed the foregoing Articles of Amendment to Articles of Incorporation on this 13th day of November, 1997.

ACP REDIMIX, INC.

By: _____

L. Mitchell Taylor, Jr.

Its: President and Sole Director

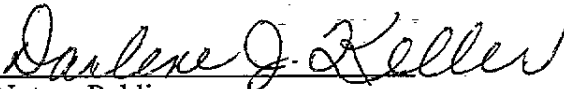
Attest Corporate Secretary

By: _____

Susan Slayke

STATE OF FLORIDA
COUNTY OF DUVAL

Before me the undersigned authority, personally appeared L. Mitchell Taylor, Jr., who is to me well known to the person described as President and Sole Director and who subscribed the foregoing Articles of Amendment to the Articles of Incorporation and who did freely and voluntarily acknowledge before me that he subscribed to same.


Notary Public



DARLENE J KELLER
My Commission CC463704
Expires Sep. 04, 1999
Bonded by HAI
800-422-1555

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF TAYLOR CONCRETE-REDIMIX, INC.**

A Special Meeting of the Board of Directors and Shareholders of Taylor Concrete-Redimix, Inc., was held on August 19, 1997 at 4190 Belfort Road, Suite 240, Jacksonville, Florida 32216. The undersigned, representing all of the officers, directors and shareholders of the corporation were present and waived notice of meeting as evidenced by their signatures appended to these minutes. Linda S. Taylor was chosen as Chairman of the meeting.

The Chairman presented to the meeting a Stock Purchase Agreement between American Concrete Products Company, L.C., L. Mitchell Taylor, Jr., and Larry M. Taylor, Sr., as Buyers and Taylor Concrete-Redimix, Inc., Linda S. Taylor, H. Eric Burris, Andrew S. Taylor and J. W. McNarnay, Jr., as Sellers in the form attached to the Minutes of this meeting.

Thereupon, on motion made and carried, the following resolutions were unanimously adopted and approved:

WHEREAS, the chairman and officers unanimously deemed that the Stock Purchase Agreement was in the best interest of the company; and

WHEREAS, the sole director and shareholders of this corporation deems such a sale desirable;

RESOLVED, That the shareholders should sell their respective interests pursuant to the terms of the Stock Purchase Agreement, for the purchase price and upon the terms and conditions in the Stock Purchase Agreement of even date hereof and in the form attached hereto as Exhibit "A";

FURTHER RESOLVED, That Linda S. Taylor, as President of the corporation, is hereby authorized to do any and all acts necessary to consummate said purchase, including the execution of all agreements, reasonably necessary to consummate said purchase, pursuant to the terms of the Stock Purchase Agreement, all in the name of

the corporation with full power and authority to do so and to legally bind the corporation in all matters necessarily related to the purchase.

FURTHER RESOLVED, That the stock certificates held by Linda S. Taylor, H. Eric Burris, Andrew S. Taylor and J. W. McNarnay, Jr, as to the voting common stock of this corporation are hereby cancelled effective as of August 19, 1997;

FURTHER RESOLVED, That the resignation of Linda S. Taylor and H. Eric Burris as Officers and Directors of this corporation are hereby accepted;

FURTHER RESOLVED, That the number of directors of this corporation remains as the number one (1) and that said director is L. Mitchell Taylor, Jr.;

FURTHER RESOLVED, That the name of this Corporation is changed to ACP Redimix, Inc.;

FURTHER RESOLVED, That immediately after the transfer that L. Mitchell Taylor, Jr., is elected as President, Treasurer and Director of this corporation and Larry M. Taylor, Sr., is elected Chairman and Susan Slagle, Esquire is elected Secretary of this corporation;


There being not further business, the meeting was adjourned.

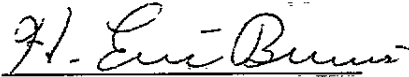
Dated this 19th day of August, 1997 at Jacksonville, Duval County, Florida.

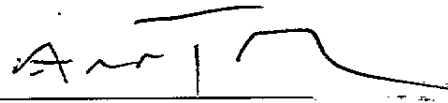

Linda S. Taylor
CHAIRMAN

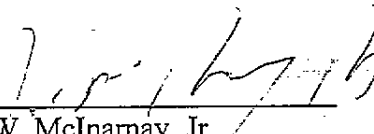
WAIVER OF NOTICE

The undersigned, being all of the remaining directors and shareholders of Taylor Concrete-Redimix, Inc., hereby waive notice of the time, place and purpose of the foregoing meeting and agree that the minutes there are correct.


Linda S. Taylor, Chairman,
President, Director and
Shareholder


H. Eric, Burris, Shareholder


Andrew S. Taylor


J. W. McNamay, Jr.

Dated: August 19, 1997