

Document Number

095 0000 34169

FILED  
MAY - 2 1995  
TALLAHASSEE, FL 32301

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800001471139  
-05/02/95--01090--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Volson Acquisition, Inc.

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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NANCY HENDRICKS MAY - 2 1995

CR2E031 (1-89)

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
JOELSON ACQUISITION, INC.

FILED  
95 MAY -2 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: JOELSON ACQUISITION, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: c/o Stonebridge Partners, 50 Main Street, White Plains, NY 10606.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 100 SHARES OF COMMON STOCK, PAR VALUE \$.01.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1250 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Michael S. Bruno, Jr.  
c/o Stonebridge Partners  
50 Main Street  
White Plains, NY 10606

Harrison M. Wilson  
c/o Stonebridge Partners  
50 Main Street  
White Plains, NY 10606

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Georgina Psipsikas  
c/o Simpson Thacher & Bartlett  
425 Lexington Avenue  
New York, NY 10017

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF  
INCORPORATION THIS FIRST DAY OF MAY, 1995.

Georgina Psipsikas  
Georgina Psipsikas  
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN  
SECTION 607.0501 (3) F.S.: CT CORPORATION SYSTEM IS  
FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR  
IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED May 2, 1995

BY: Connie Bryan  
Name: **CONNIE BRYAN**  
Title: **SPECIAL ASSISTANT SECRETARY**

Document Number Only

P95000034169

CT CORPORATION SYSTEM  
Requestor's Name  
660 EAST JEFFERSON STREET  
Address  
TALLAHASSEE FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

RECEIVED  
JUN 2 1995  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*34169\*\*\*\*\*

Jackson Acquisition, Inc.

to:

Jackson Concrete Pipe Company, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger         |
| <input type="checkbox"/> NonProfit           |   |   |
| <input type="checkbox"/> Limited Liability   |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark           |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other          |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A. |
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| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS            |
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ARTICLES OF AMENDMENT OF  
JOELSON ACQUISITION, INC.

a Florida Corporation

(BY VOTE OF SHAREHOLDERS, OR BY INCORPORATORS, OR THE  
BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION)

95 JUN -2 AM 8:58  
SECRETARY  
TALLAHASSEE FLORIDA

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS  
CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE  
ARTICLES OF AMENDMENT.

FIRST: The name of the corporation is Joelson  
Acquisition, Inc. (the "Corporation").

SECOND: THE ARTICLES OF INCORPORATION ARE AMENDED BY  
CHANGING THE ARTICLE NUMBER "FIRST" SO THAT, AS AMENDED, SAID  
ARTICLE SHALL READ AS FOLLOWS:

"1. The name of the corporation is: Joelson Concrete Pipe  
Company, Inc."

THIRD: THE AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF THE CORPORATION SET FORTH ABOVE WAS ADOPTED ON  
THE 2ND DAY OF JUNE, 1995.

FOURTH: THE AMENDMENT WAS UNANIMOUSLY APPROVED BY THE  
SOLE SHAREHOLDER.

IN WITNESS WHEREOF, the undersigned has caused this amendment to be filed as of the date first above written.

JOELSON ACQUISITION, INC.

BY: Harrison M. Wilson  
Harrison M. Wilson  
Vice President

P95000034169



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

JOELSON CONCRETE PIPE COMPANY, INC., a Florida corporation, 245621

INTO

JOELSON ACQUISITION, INC., a Florida corporation, P95000034169.

File date: June 1, 1995 , effective June 2, 1995

Corporate Specialist: Linda Stitt

P95000034169

06/01/95 15:23

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P.01

6/01/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

10:10 AM

((H95000006113))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: KANETSKY, MOORE & DEBOER, P.A.  
227 NOKOMIS AVE S  
PO BOX 1767  
VENICE FL 34284-1767

FAX: (904) 922-4000

CONTACT: Anne Taylor  
PHONE: (941) 485-1571  
FAX: (941) 484-7226

((H95000006113))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE  
NAME: JOELSON ACQUISITION, INC.

FAX AUDIT NUMBER: H95000006113

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/01/1995

TIME REQUESTED: 10:09:57

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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ESTIMATED CHARGE: \$122.50

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TALLAHASSEE, FLORIDA

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Jude

EFFECTIVE DATE

6-2-95

H95000006113

ARTICLES OF MERGER  
OF  
JOELSON CONCRETE PIPE COMPANY, INC.  
INTO  
JOELSON ACQUISITION, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** Joelson Acquisition, Inc. is a corporation organized under the laws of the State of Florida which on the effective date of the merger shall own at least 80 percent of the shares of Joelson Concrete Pipe Company, Inc. a corporation organized under the laws of the State of Florida.

**SECOND:** The plan of merger, attached hereto as Exhibit A, was adopted by the Board of Directors of Joelson Acquisition, Inc. on June 1, 1995.

**THIRD:** Shareholder approval of the merger is not required.

**FOURTH:** Each shareholder of the subsidiary waived the mailing requirement of the plan of merger in writing.

**FIFTH:** The effective date of the merger is June 2, 1995.

Prepared by:  
ROBERT J. DeBOER, ESQ.  
P. O. Box 1767  
Venice, FL 34284-1767  
(941) 485-1571  
Bar #161362

FILED  
95 JUN -1 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

H95000006113

6-2-95

06/01/95 13:25

2 0134041345

P.03

H95000006113

2

Signed this 1st day of June, 1995.

JOELSON ACQUISITION, INC.

BY: Harrison M. Wilson  
Harrison M. Wilson  
Vice President

H95000006113

06/01/95 15:25

2 0134841345

P.84

H95000006113

Signed this 1st day of June, 1995.

JOELSON CONCRETE PIPE COMPANY, INC.

BY:

  
James Connelly  
Vice President

H95000006113

## EXHIBIT A

## PLAN OF MERGER

PLAN OF MERGER approved on June 1, 1995 by Joelson Concrete Pipe Company, Inc., a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on June 1, 1995 by Joelson Acquisition, Inc., a corporation organized under the laws of the State of Florida and by resolution adopted by its Board of Directors on said date. This is a parent/subsidiary merger and Joelson Acquisition, Inc., the parent company, at the time of the merger, will own 100% of the stock of Joelson Concrete Pipe Company, Inc., the subsidiary company.

1. Joelson Concrete Pipe Company, Inc. and Joelson Acquisition, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act be merged with and into a single corporation, to wit, Joelson Acquisition, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name Joelson Acquisition, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Joelson Concrete Pipe Company, Inc. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation.

3. The bylaws of the surviving corporation upon the effective date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporations with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, 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 Plan of Merger or of the merger herein provided for.

9. Shareholders of the non-surviving corporation who, except for the applicability of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.