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LOUISIANA CORPORATION
P96000062235

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GATE BLUEGRASS PRECAST, INC.

EFFECTIVE DATE
12-31-03

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 30, 2003

GATE BLUEGRASS PRECAST, INC.
P OB OX 23627
JACKSONVILLE, FL 32241-3627

SUBJECT: GATE BLUEGRASS PRECAST, INC.
REF: P96080062235

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE SURVIVING CORPORATION IS INCORRECTLY STATED IN THE FIRST PARAGRAPH OF THE PLAN OF MERGER. IT STATES IN THE LAST SENTENCE OF THE PARAGRAPH THAT GATE PRECAST COMPANY IS TO BE THE SURVIVING CORPORATION. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

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

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ROGERS TOWERS

EFFECTIVE DATE

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ARTICLES OF MERGER
OF
GATE PRECAST COMPANY
INTO
GATE BLUEGRASS PRECAST, INC.

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Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **GATE PRECAST COMPANY**, a Florida corporation, into **GATE BLUEGRASS PRECAST, INC.**, a Florida corporation.

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **GATE PRECAST COMPANY** into **GATE BLUEGRASS PRECAST, INC.** **GATE BLUEGRASS PRECAST, INC.** shall be the surviving corporation.

2. The effective date of this merger shall be 11:59 p.m. on December 31, 2003 or, if later, the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1101, Florida Statutes, by the Boards of Directors of **GATE BLUEGRASS PRECAST, INC.** and **GATE PRECAST COMPANY**, respectively, by resolutions dated December 22, 2003 and by **GATE PETROLEUM COMPANY**, a Florida corporation, the sole shareholder of **GATE BLUEGRASS PRECAST, INC.** and **GATE PRECAST COMPANY**, respectively, by resolutions dated December 22, 2003.

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IN WITNESS WHEREOF, GATE PRECAST COMPANY, and GATE BLUEGRASS PRECAST, INC. have caused these Articles of Merger to be signed in their corporate names as of the 22nd day of December, 2003.

GATE PRECAST COMPANY

By: _____


Joseph C. Luke

Its: Chief Operating Officer

GATE BLUEGRASS PRECAST, INC.

By: _____


Joseph C. Luke

Its: Chief Executive Officer

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EXHIBIT "A"

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 22nd day of December, 2003, pursuant to Section 607.1101, Florida Statutes, for the merger of **GATE PRECAST COMPANY**, a Florida corporation, into **GATE BLUEGRASS PRECAST, INC.**, a Florida corporation. **GATE BLUEGRASS PRECAST, INC.** is to be the surviving corporation.

BACKGROUND

(1) **GATE BLUEGRASS PRECAST, INC.** is a Florida corporation. All of the issued and outstanding shares of capital stock of **GATE BLUEGRASS PRECAST, INC.** are owned by **GATE PETROLEUM COMPANY**, a Florida corporation.

(2) **GATE PRECAST COMPANY** is a Florida corporation. All of the issued and outstanding shares of capital stock of **GATE PRECAST COMPANY** are owned by **GATE PETROLEUM COMPANY**

(3) Economies of operation and savings in administrative expenses can be achieved by merging **GATE BLUEGRASS PRECAST, INC.** and **GATE PRECAST COMPANY** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **GATE PRECAST COMPANY** shall be merged into **GATE BLUEGRASS PRECAST, INC.** (the "Merger") and the separate corporate existence of **GATE PRECAST COMPANY** shall cease and **GATE BLUEGRASS PRECAST, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**GATE BLUEGRASS**

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PRECAST, INC. and **GATE PRECAST COMPANY** are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:59 p.m. on December 31, 2003 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **GATE BLUEGRASS PRECAST, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of **GATE BLUEGRASS PRECAST, INC.** in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation except that the First Article of the Articles of Incorporation of **GATE BLUEGRASS PRECAST, INC.** shall be amended in its entirety at the Effective Time to provide as follows:

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FIRST: The name of this Corporation is:
GATE PRECAST COMPANY

The intent of the foregoing amendment is to change the name of **GATE BLUEGRASS PRECAST, INC.**, the surviving corporation, to **GATE PRECAST COMPANY** in connection with the Merger.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of capital stock of **GATE PRECAST COMPANY** shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of **GATE BLUEGRASS PRECAST, INC.** and **GATE PRECAST COMPANY** who dissent from the merger of **GATE PRECAST COMPANY** into **GATE BLUEGRASS PRECAST, INC.** pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding the rights of dissenting shareholders, to be paid the fair value of their shares. By the signing of the Certification set forth below, **GATE PETROLEUM COMPANY**, as the sole shareholder of **GATE BLUEGRASS PRECAST, INC.** and **GATE PRECAST COMPANY**, respectively, hereby expressly waives all mailing and notification requirements with respect to such rights and waives any and all rights to dissent and be paid fair value for its shares.

7. This Plan of Merger may be abandoned without approval of the shareholders of **GATE BLUEGRASS PRECAST, INC.** or **GATE PRECAST COMPANY** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of

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Directors of **GATE BLUEGRASS PRECAST, INC.** or **GATE PRECAST COMPANY**
followed by written notice to the president of the other corporation party to the Merger.

CERTIFICATION

GATE BLUEGRASS PRECAST, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE BLUEGRASS PRECAST, INC.** on the 22nd day of December, 2003.

GATE BLUEGRASS PRECAST, INC.

By: _____

Joseph C. Luke
Its Chief Executive Officer

GATE PRECAST COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE PRECAST COMPANY** on the 22nd day of December, 2003.

GATE PRECAST COMPANY

By: _____

Joseph C. Luke
Its Chief Operating Officer

GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by **GATE PETROLEUM COMPANY**, the sole shareholder of **GATE BLUEGRASS PRECAST, INC.** and **GATE PRECAST COMPANY** on the 22nd day of December, 2003.

GATE PETROLEUM COMPANY

By: _____

Joseph C. Luke
Its Vice President