

P97000025352

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 AM 11:26

EFFECTIVE DATE  
1/1/2002

December 21, 2001

CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
Post Office Box 6327  
Tallahassee, FL 32301

300004738143--6  
-12/26/01--01030--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ATTN: Mrs. Jo Mynard, Supervisor  
Charter Section

RE: Metro Redi-Mix Properties, Inc. and Metro Redi-Mix Company

Dear Mrs. Mynard:

Enclosed is an original and one copy of the executed ~~Amended and Restated~~ Articles and Plan of Merger for the above-referenced corporation. Please endorse your approval on the enclosed copy provided and return same.

A check in the amount of \$70.00 is enclosed to cover the filing fee.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

GIBBS & McCURLEY, P.A.

*Kara L. Kindt*

Kara L. Kindt  
Legal Assistant

*Kara Kindt gave Authorization  
to correct the title of the document.  
1/3/02 KB*

/klk  
Enclosure

*Merger*

V SHEPARD JAN 4 2002

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

METRO REDI-MIX PROPERTIES, INC., a Florida corporation, P01000095009

INTO

**METRO REDI-MIX COMPANY**, a Florida entity, P97000025352.

File date: December 26, 2001 , effective January 1, 2002

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER  
MERGER OF  
METRO REDI-MIX PROPERTIES, INC., a Florida Corporation and  
into  
METRO REDI-MIX COMPANY, a Florida Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 DEC 26 AM 11:26

EFFECTIVE DATE  
1/1/2002

The undersigned corporations, in accordance with the Florida General Corporation Act, hereby adopt the following Amended and Restated Articles and Plan of Merger:

ARTICLE I. The parties hereto agree to effect this Merger in accordance with the terms and conditions set forth herein and it is intended that this merger constitute, and it shall be treated as, a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

ARTICLE II. The parties to these Articles and Plan of Merger are METRO REDI-MIX PROPERTIES, INC., a Florida Corporation and METRO REDI-MIX COMPANY, a Florida Corporation.

ARTICLE III. The corporation to survive the merger is METRO REDI-MIX COMPANY and shall continue under its present name.

ARTICLE IV. The Articles of Incorporation of METRO REDI-MIX COMPANY shall not be changed by virtue of the merger.

ARTICLE V. The principal offices of METRO REDI-MIX PROPERTIES, INC. and METRO REDI-MIX COMPANY are in Pinellas County, Florida.

ARTICLE VI. These Articles and Plan of Merger were duly adopted and approved by the Shareholders and the Board of Directors of METRO REDI-MIX PROPERTIES, INC., and by the Shareholders and Board of Directors of METRO REDI-MIX COMPANY by written action of even date herewith in lieu of a special meeting pursuant to Florida Statutes Section 607.227.

ARTICLE VII. The Plan of Merger is as follows:

7.1 Surviving Corporation. METRO REDI-MIX PROPERTIES, INC. shall be merged into METRO REDI-MIX COMPANY which shall be the surviving corporation.

7.2 Ownership of Stock. The outstanding shares of stock of METRO REDI-MIX PROPERTIES, INC. consist of 100 shares each of \$1.00 par value common stock.

7.3 Terms and Conditions of Merger. On the effective date of the Merger of METRO REDI-MIX PROPERTIES, INC. into METRO REDI-MIX COMPANY, the separate existence of METRO REDI-MIX PROPERTIES, INC. shall cease. The stock of METRO REDI-MIX PROPERTIES, INC. shall be cancelled and METRO REDI-MIX COMPANY shall succeed to

all of the properties, rights and other assets and shall be subject to all of the liabilities of METRO REDI-MIX PROPERTIES, INC. without further action by the corporations.

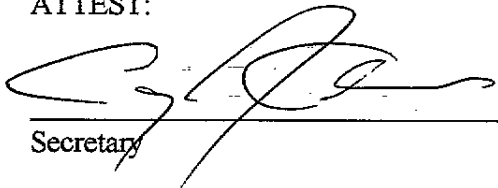
7.4 Further Assurances. If, at any time, METRO REDI-MIX COMPANY shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and Directors of METRO REDI-MIX PROPERTIES, INC. as of the effective date of this merger, shall execute such conveyances or documents, or take such action.

7.5 Effective Date. The effective date of this merger shall be January 1, 2002 pursuant to Florida Statutes Section 607.231.

IN WITNESS WHEREOF, the undersigned have executed and signed these Amended and Restated Articles and Plan of Merger this \_\_\_ of December, 2001.

METRO REDI-MIX COMPANY

ATTEST:

  
Secretary

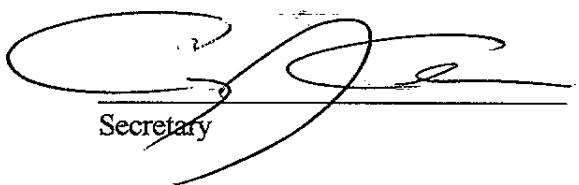
By: 

President

(CORPORATE SEAL)

METRO REDI-MIX PROPERTIES, INC.

ATTEST:

  
Secretary

By: 

President

(CORPORATE SEAL)

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of December, 2001 by

GEORGE TOCCALINO, as President of METRO REDI-MIX COMPANY, a Florida Corporation,  
on behalf of the Corporation.



Susan Purdum  
MY COMMISSION # CC731223 EXPIRES  
April 21, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Susan Purdum

NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of December, 2001 by  
GEORGE TOCCALINO, as President of METRO REDI-MIX PROPERTIES, INC., a Florida  
Corporation, on behalf of the Corporation.



Susan Purdum  
MY COMMISSION # CC731223 EXPIRES  
April 21, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Susan Purdum  
NOTARY PUBLIC

My Commission Expires:

**WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF  
BOARD OF DIRECTORS AND SHAREHOLDERS OF  
METRO REDI-MIX PROPERTIES, INC.**

The undersigned, being all of the Directors and Shareholders entitled to vote at meetings of the Board of Directors and Shareholders of METRO REDI-MIX PROPERTIES, INC., a Florida corporation, (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation and to the Florida Business Corporation Act, hereby consent to and adopt the following preambles, resolutions and actions:

RESOLVED, that this Written Action shall be in lieu of a special meeting of the Board of Directors and Shareholders of the Corporation.

WHEREAS, the Board of Directors and Shareholders have received an offer from the Board of Directors and Shareholders of METRO REDI-MIX COMPANY to acquire a 100% interest in the Corporation; and

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the Corporation's best interest to merge METRO REDI-MIX PROPERTIES, INC. into METRO REDI-MIX COMPANY; and

WHEREAS, as a result of the proposed merger the Corporation will be liquidated; now therefore, it is

RESOLVED, that the Directors and Shareholders unanimously hereby approve the merger of METRO REDI-MIX PROPERTIES, INC. into METRO REDI-MIX COMPANY and the resulting liquidation of the Corporation, which liquidation shall take the form of a merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.


FURTHER RESOLVED, that the Directors and Shareholders unanimously approve the Plan of Merger, as set forth in the Articles and Plan of Merger, a copy of which is attached hereto.


FURTHER RESOLVED, that the Officers of the Corporation are authorized and empowered to enter into the Articles and Plan of Merger, a copy of which has been submitted to the Board of Directors and the Shareholders.

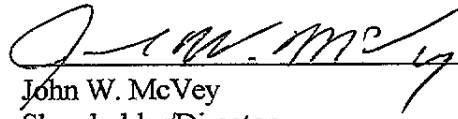
FURTHER RESOLVED, that the Officers of the Corporation are authorized and directed to take such further steps as are necessary to effectuate the foregoing resolutions.

FURTHER RESOLVED, that the liquidation and merger shall be effective on the date the Articles and Plan of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders and Directors of the Corporation, hereby execute this Written Action this 20<sup>th</sup> day of December, 2001.

  
George Toccalino  
Shareholder/Director

  
Carey Carlson  
Shareholder/Director

  
John W. McVey  
Shareholder/Director

**WRITTEN ACTION IN LIEU OF SPECIAL MEETING OF  
BOARD OF DIRECTORS AND SHAREHOLDERS OF  
METRO REDI-MIX COMPANY**

The undersigned, being all of the Directors and Shareholders entitled to vote at meetings of the Board of Directors and Shareholders of METRO REDI-MIX COMPANY, a Florida corporation, (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation and to the Florida Business Corporation Act, hereby consent to and adopt the following preambles, resolutions and actions:

RESOLVED, that this Written Action shall be in lieu of a special meeting of the Board of Directors and Shareholders of the Corporation.

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the best interest of the Corporation to acquire a 100% interest in METRO REDI-MIX PROPERTIES, INC. a Florida corporation; and

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the Corporation's best interest to merge METRO REDI-MIX PROPERTIES, INC. into METRO REDI-MIX COMPANY;

NOW THEREFORE, IT IS

RESOLVED, that the corporation shall acquire a 100% interest in METRO REDI-MIX PROPERTIES, INC. which acquisition shall take the form of a merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

FURTHER, RESOLVED, that the Directors and Shareholders unanimously approve the merger of METRO REDI-MIX PROPERTIES, INC. into METRO REDI-MIX COMPANY pursuant to the terms set forth in the Articles and Plan of Merger, a copy of which is attached hereto.

FURTHER RESOLVED, that the officers of the Corporation are authorized and empowered to execute and deliver the Articles and Plan of Merger.

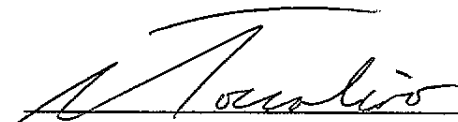
FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take such further steps as are necessary to effectuate the foregoing

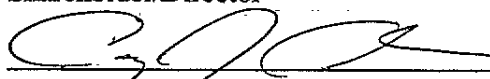


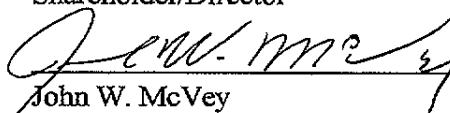
resolutions.

FURTHER RESOLVED, that the merger authorized herein shall be effective on the date the Articles and Plan of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders and Directors of the Corporation, hereby execute this Written Action this 20<sup>th</sup> day of December, 2001.

  
George Toccalino  
Shareholder/Director

  
Carey Carlson  
Shareholder/Director

  
John W. McVey  
Shareholder/Director