

J90977

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000279335 3)))

12/31/08



H080002793353ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

2008 DEC 24 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE

HANSON PIPE & PRODUCTS PRECAST SOUTHEAST, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Effective
12/31/08

RECEIVED
2008 DEC 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

AR
12/24/08

FILED

2008 DEC 24 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/08

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number
Hanson Pipe & Products Precast Southeast, Inc.	Florida	190977

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number
Hanson Pipe & Products Carolina, Inc.	Florida	L27361

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 8:00 p.m., Eastern Time, on December 31, 2008.

Fifth: Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15, 2008, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) - The Plan of Merger was adopted by the board of directors of the merging corporation on December 15, 2008, and shareholder approval was not required.

Seventh: Signatures for each corporation:

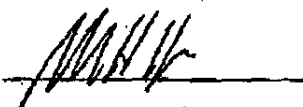

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Hanson Pipe & Products Precast Southeast, Inc.		Michael H. Hyer, Vice President
Hanson Pipe & Products Carolina, Inc.		Michael H. Hyer, Vice President

EXHIBIT A
PLAN OF MERGER

[See Attachment]

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws or any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hanson Pipe & Products Precast Southeast, Inc.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hanson Pipe & Products Carolina, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each outstanding share of capital stock of the merging subsidiary corporation shall be cancelled, retired and cease to exist.


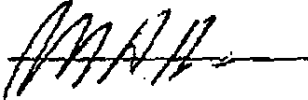
If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The merger shall become effective at 8:00 p.m., Eastern Time, on December 31, 2008 (the "*Effective Time*").

[Remainder of Page Intentionally Left Blank]

DATED: December 15, 2008, to be effective as of the Effective Time.

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Hanson Pipe & Products Precast Southeast, Inc.		Michael H. Hyer, Vice President
Hanson Pipe & Products Carolina, Inc.		Michael H. Hyer, Vice President