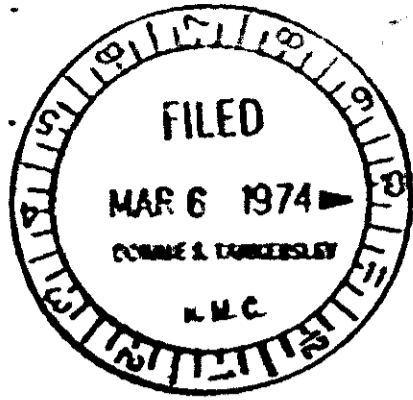
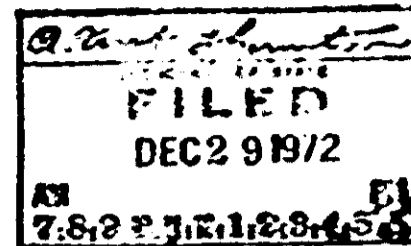


File 18801

DEC 29 1972
#45-00
R.N. 10058
12-29-72



via 914 to 757



STATE OF SOUTH CAROLINA
SECRETARY OF STATE
ARTICLES OF MERGER
By and Between
Spartanburg Concrete Company
And
Greenville Concrete Company
South Carolina corporations
The Surviving Corporation being METROMONT MATERIALS CORP.

Pursuant to Section 12-20.4 of the South Carolina Code of 1962, as amended, the undersigned corporations adopt the following Articles of Merger which are herein set forth as follows:-

(a) Each of the constituent corporations, to-wit: Spartanburg Concrete Company and Greenville Concrete Company, both of which are corporations organized and existing under the laws of the State of South Carolina, have duly adopted the Plan of Merger (the "Plan") hereto attached, marked Exhibit A and, by reference, herein incorporated.

(b) Each of the corporations participating in the merger adopted the Plan at a joint meeting of the stockholders of said corporations held after due notice at Spartanburg, South Carolina, on December 6, 1972, and the stockholders of each corporation voted upon the question of adoption of the Plan as follows:-

(1)	<u>Total Shs. Outstanding</u>	<u>Shs. for Adoption of Plan</u>	<u>Shs. against Adoption of Plan</u>
Spartanburg Concrete Company	6,042	4,310	1,731
Greenville Concrete Company	5,667	4,812	854

(2) Neither of the constituent corporations has issued and outstanding stock of any class other than the common stock included in the totals set out in paragraph 1 above.

(c) As provided in the Plan, the merger shall be effective as of the close of business on the 31st day of December, 1972, and

Date Dec 22 1974
CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.

[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

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