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RESTATED
CERTIFICATE OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

FLORIDA ROCK INDUSTRIES, INC.

These Restated Articles of Incorporation of Florida Rock Industries, Inc. which was originally incorporated on June 13, 1945, under the name of Florida Rock Products Corporation, were duly adopted by its Board of Directors on May 7, 1986, only restate and integrate and do not further amend the provisions of the corporation's Articles of Incorporation, as theretofore amended.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be **FLORIDA ROCK INDUSTRIES, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and carried on by this corporation and the objects and purposes are as follows:

To lease, build, own and operate quarries, plants and mills for the mining, refining and processing of rock, sand and other construction and agricultural products and aggregates, and to

sell and dispose of such products of every description, either those produced by it from its own properties or those produced by others, and either as the owner thereof or as agent or broker of others.

To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work upon roads, streets, highways, bridges, power plants, industrial plants and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavations, and rock, sand, cement, asphalt, iron, steel, wood, masonry, mechanical, electrical and earth construction and installations, to make, execute and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with the matters aforesaid.

To manufacture, purchase or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida,

and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

To purchase, take, acquire, hold, own, use, deal in, sell, lease exchange, transfer, mortgage, pledge or in any manner dispose of or encumber, and to deal and trade generally in wares, merchandise, personal property, franchises, copyrights, trademarks, licenses, and real property of every kind, class and description, or any interest therein, without limitation as to amounts, within or without the State of Florida and other states, territories, or dependencies of the United States, in foreign countries and in any part of the world.

To purchase, lease, or otherwise acquire, for cash or on terms of credit, real estate in the State of Florida, or elsewhere; to own, lease, and operate one or more homes, hotels, or motor courts and all adjuncts and accessories thereto including restaurants and barber shops, and to furnish amusements therefor; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels or tourist courts.

To purchase, lease, acquire, and hold such real estate, buildings, and warehouses as may be advantageous to carrying on its business.

To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, corporation or association; to pay for the same in cash, stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct and management of such business; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or any bonds, securities, or evidence of indebtedness created by any other corporation, or corporations in this state, or any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government, or colony or dependency thereof, and without limits as to the amounts; to draw, maintain, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or

otherwise, so far as may be permitted by the laws of the State of Florida.

To have offices, conduct its business and promote its objects within and without the State of Florida, and in other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction as to place or amount.

To purchase, hold, and re-issue the shares of its capital stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees, and directors and others as the directors may deem to be in the interest of the corporation.

To enter into a partnership or to enter into a joint venture with any other person, corporation, partnership, or other legal entity, whether created under the laws of Florida or of any other state, country or jurisdiction, for any of the foregoing objects and purposes of this corporation.

In general, to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, partners (either the mining business or any other business), joint venturers, contractors or otherwise, and either alone or in the company with others.

Generally, to have and be possessed with all of the privileges and powers granted or which may hereafter be granted to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and as powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be not held to limit or restrict in any manner the powers of this corporation.

ARTICLE III CAPITAL STOCK

A. The maximum number of shares of capital stock which the corporation shall be authorized to have outstanding at any time is twenty million (20,000,000) shares of voting common stock with a par value of \$.10 per share and such number of shares of preferred stock not to exceed one million (1,000,000) shares as the board of directors may, in accordance with the provisions of Section 607.047, Florida Statutes, and without further stock-

holder action, by resolution or resolutions, from time to time authorize to be issued in one or more classes and on terms in compliance with Florida law, upon the filing of a certificate as to such resolution or resolutions, with the Department of State of the State of Florida.

B. Each stockholder holding common stock shall have one vote for each share of common stock. Stockholders holding common stock shall have no cumulative voting rights in any election of directors of this corporation.

C. 1. The shares of preferred stock shall be of one class and may be issued in one or more series at one time or from time to time as the board of directors or executive committee may determine.

2. Shares of preferred stock and any series thereof shall have such relative rights and preferences with regard to dividend rates, redemption rights, conversion privileges, with such voting powers, full or limited, or without voting powers and with such other distinguishing characteristics, including designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the board of directors or executive committee (and as are not in

contravention of this certificate of incorporation, or any amendment thereto), including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the board of directors or executive committee in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the board of directors or executive committee.

(b) The dividend rate or rates, if any, on the shares of such series and the relation which any such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, the terms and conditions upon which and the periods in respect of which any such dividends shall be payable, whether and upon what conditions any such dividends shall be cumulative, and if cumulative, the date or dates from which dividends shall accumulate, whether the shares of such series shall be limited in dividends, if any, or whether they shall or may participate in dividends over and above the dividend rate, if any, provided for the shares of such series, and whether any such dividends shall be payable in cash, in shares of such series, in shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, or in other property, or in more than one of the foregoing.

(c) Whether the shares of such series shall be redeemable, the limitations and restrictions with respect to such redemption, the time or times when, the price or prices at which and the manner in which such shares shall be redeemable, including the manner of selecting shares of such series for redemption if less than all shares are to be redeemed.

(d) The rights to which the holders of shares of such series shall be entitled, and the preferences, if any, over any other series (or of any other series over such series), upon the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, which rights may vary depending on whether such liquidation, dissolution, distribution or winding up is voluntary or involuntary; may vary at different dates; and may vary otherwise.

(e) Whether the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions such purchase, retirement or sinking fund shall be cumulative or noncumulative, the extent to which and the manner in which such fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof.

(f) Whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, and, if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange.

(g) Subject to the provisions of paragraph B of Article III as to voting rights, the voting powers, full and/or limited, if any, of the shares of such series; and whether and under what conditions the shares of such series (alone or together with the shares of one or more other series having similar provisions) shall be entitled to vote separately as a single class.

(h) Whether the issuance of any additional shares of such series, or of any shares of any other shares of any other series, shall be subject to restrictions as to issuance or as to the powers, preferences or rights of any such other series.

(i) Any other preferences, privileges and powers, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series, as the board of directors or executive committee may deem advisable and as shall not be inconsistent with the provisions of this certificate of incorporation.

3. No dividends shall be paid or declared or set apart for payment on any particular series of preferred stock in respect of any period unless accumulated dividends shall be or shall have been paid, or declared and set apart for payment, pro rata on all shares of preferred stock at the time outstanding of each other series which ranks equally as to dividends with such particular series, so that the amount of dividends declared on such particular series shall bear the same ratio to the amount declared on each such other series as the dividend rate of such particular series shall bear to the dividend rate of such other series.

4. Whenever any shares of preferred stock are redeemed or otherwise retired, other shares may be issued in lieu thereof by the board of directors or executive committee as part of the series of which they were originally a part or as they may be reclassified into and reissued as a part of a new series, or as a part of any other series, all subject to the protective conditions or restrictions of any outstanding series of preferred stock and for such considerations as may be fixed by the board of directors or executive committee.

D. No stock shall be issued until the consideration for such stock has been fully paid, and when so paid shall be issued as fully paid and nonassessable. All or any part of the consideration for stock of the corporation may be paid in by, or

used for the purchase of, real, personal, or intangible property, labor or services, or any combination thereof, at a just valuation thereof as determined by the board of directors or executive committee of the corporation at any regular meeting or at any special meeting pursuant to due notice as provided in the bylaws of the corporation.

E. No holder of common stock of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, nor to any securities convertible into stock or securities of the corporation, nor to any options or warrants to acquire such stock or securities issued or sold, nor any right of subscriptions to any thereof.

F. The corporation shall not be required to issue certificates representing any fraction or fractions of a share of stock of any class but may issue in lieu thereof one or more non-dividend bearing and non-voting scrip certificates in such form or forms as shall be approved by the board of directors or executive committee, each representing a fractional interest in respect of one share of stock. Such scrip certificates upon presentation together with similar scrip certificates representing in the aggregate an interest in respect of one or more full shares of stock shall entitle the holders thereof to receive one or more full shares of stock of the class and series,

if any, specified in such scrip certificates. Such scrip certificates may contain such terms and conditions as shall be fixed by the board of directors or the executive committee, and may become void and of no effect after a period to be determined by the board of directors or executive committee and to be specified in such scrip certificates.

G. The corporation, by resolution or resolutions of its board of directors or executive committee, shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or any other securities of the corporation, warrants, conversion privileges, rights or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes or any other securities of the corporation, or to convert any other securities of the corporation into common stock of the corporation, such warrants, conversion privileges, rights or options to be evidenced by or in such instrument or instruments as shall be approved by the board of directors or executive committee. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices (not less than the minimum amount prescribed bylaw, if any) at which any such warrants, convertible securities, rights or options may be issued and any such shares or other securities may be purchased from the corporation, upon

the exercise of any warrant, conversion privilege, right or option shall be such as shall be fixed and stated in the resolution or resolutions of the board of directors or executive committee providing for the creation and issue of such warrants, convertible securities, rights or options. The board of directors or executive committee is hereby authorized to create and issue any such warrants, convertible securities, rights or options, from time to time, for such consideration, and to such persons, firms or corporations, as the board of directors or executive committee may determine.

ARTICLE IV

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be \$247,325.80.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be at 744 Riverside Avenue, Jacksonville, Duval County, Florida, but it shall have the right to move said office to any other place within the State of Florida, and it shall have the right to

establish branch offices at other places within or without the State of Florida and within or without the United States of America.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation is ten (10), but may be changed, but not to less than three (3), by the affirmative vote of a majority of the whole Board of Directors at the time in office or by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon. The directors shall be divided into four classes, apportioned as follows: Class I shall consist of two directors; Class II shall consist of three directors; Class III shall consist of two directors; and Class IV shall consist of three directors. The respective initial terms of office for each class of directors shall be as follows: the initial term of Class I directors will expire at the Annual Meeting of Stockholders in 1984; the initial term of Class II directors will expire at the Annual Meeting of Stockholders in 1985; the initial term of Class III directors will expire at the Annual Meeting of Stockholders in 1986; and the initial term of Class IV directors will expire at the Annual Meeting of Stockholders in 1987. After the expiration of the applicable initial term, each successive term of office for each class of directors shall be four years.

If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain, as nearly as may be practicable, an equal number of directors in each class. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. Any director of any class elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors, shall hold office for a term that shall coincide with the remaining term of that class. In no case, however, will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify. A director may only be removed for "cause", which shall be defined for these purposes as a conviction of a felony, declaration of unsound mind by a court order, adjudication of bankruptcy, non-acceptance of office or such director having been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to this corporation in a matter of substantial importance to this corporation and such adjudication is no longer subject to direct appeal. This Article may be amended or repealed only by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon.

ARTICLE VIII

DIRECTORS

The names and street addresses of the board of directors of this corporation who shall hold office from the date of this certificate of incorporation and for the ensuing year of its existence and until their successors are elected and qualified, shall be:

William A. Shands	744 Riverside Avenue Jacksonville, Florida 32204
Thompson S. Baker	744 Riverside Avenue Jacksonville, Florida 32204
Edward L. Baker	744 Riverside Avenue Jacksonville, Florida 32204
W. J. Hicklin, Jr.	744 Riverside Avenue Jacksonville, Florida 32204

ARTICLE IX

OFFICERS

The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer, and such other officers, with such titles, as may be prescribed by the board of directors, all of whom shall be elected by the board of directors or executive committee and shall serve at the pleasure of the board of directors or executive committee and may be

removed at any time with or without cause, by the board of directors or executive committee.

**ARTICLE X
SUBSCRIBERS**

The name and post office address of each original subscriber and the number of shares of formerly authorized common stock, without nominal or par value (as authorized at the date of formation of this corporation at which time it was known as Florida Rock Products Corporation) which each agreed to take were as follows:

Howard P. Macfarlane	P.O. Box 1531, Tampa, Florida	1 share
Frank P. Ingram	P.O. Box 1531, Tampa, Florida	1 share
Delphin A. Arduengo	P.O. Box 1531, Tampa, Florida	1 share

**ARTICLE XI
INDEMNIFICATION**

A. The corporation shall indemnify and hold harmless each person, his heirs, executors and administrators, who shall serve at anytime as a director or officer of the corporation or, at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, from and against any and all claims and liabilities to which such person shall have become subject by reason of his being or having heretofore or hereafter been a

director or officer of the corporation, or of any other such corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person as such director or officer, such indemnification to be in accordance with the laws of the State of Florida as now in existence or as hereafter amended.

B. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

C. The corporation, its directors, officers, employees and agent shall be fully protected in taking any action or making any payment under this Article XI or refusing to do so, in reliance upon the advice of counsel.

D. If any part of this Article XI shall be found in any proceeding to be invalid or ineffective, the remaining provisions shall not be affected.

ARTICLE XII
SELF DEALING

No contract, act or other transaction between the corporation and any other person, firm or corporation in the absence of fraud, shall be invalidated, vitiated or in any way affected by the fact that any one or more of the directors of the corporation is or are (i) a party or parties to or interested in such contract, act or transaction or (ii) interested in or a director or officer or directors or officers of such other corporation. Any director or directors individually or jointly may in the absence of fraud, be a party or parties to or may be interested in any contract, act or transaction of this corporation or in which this corporation is interested. Each and every person who may become a director of this corporation is hereby relieved in the absence of fraud, from any obligation to account for profits and from all other liability which might otherwise arise by reason of contracting with the corporation for the benefit of himself or any other person or any firm, association or corporation in which he may be in any way interested or in which he may be an officer or director. The foregoing provisions shall be applicable notwithstanding that the director or directors referred to shall have voted for or shall have been necessary to authorize the contract, act or transaction in question, or that he or they shall have been present or

necessary to constitute a quorum at the meeting which authorized such contract, act or transaction.

ARTICLE XIII

BUSINESS COMBINATION

The affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon shall be required for the approval or authorization of any Business Combination.

For purposes of this Article XI:

1. The term "Business Combination" shall mean (a) any merger or consolidation of this corporation or a subsidiary of this corporation with or into a Related Person, (b) any sale, lease, exchange, transfer or other disposition, including without limitation a mortgage or any other security device, not in the ordinary course of business, in one transaction or a series of related transactions, of all or any Substantial Part of the assets either of this corporation (including without limitation any voting securities of a subsidiary) or of a subsidiary of this corporation to a Related Person, (c) any merger or consolidation of a Related Person with or into this corporation or a subsidiary of this corporation, (d) any sale, lease, exchange, transfer or other disposition,

including without limitation a mortgage or other security device, into in the ordinary course of business, in one transaction or a series of related transaction, to this corporation or to a subsidiary of this corporation of assets of a Related Person equaling in amount a Substantial Part of the assets of this corporation or such subsidiary, as the case may be, (e) any exchange or equity securities of this corporation for securities of a Related Person, (f) the adoption of any plan or proposal for the liquidation or dissolution of this corporation proposed by or on behalf of a Related Person, (g) the issuance of any securities of this corporation or a subsidiary of this corporation to a Related Person, (H) any recapitalization, reclassification, merger, consolidation, exchange of securities or other transaction that would have the effect of directly or indirectly increasing the voting power of a Related Person with respect to this corporation or any subsidiary of this corporation, and (i) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

2. The term "Related Person" shall mean and include any individual, corporation, partnership or other person which, together with its Affiliates and Associates (as each of such terms is defined in Rule 12b-2 of the General Rules

and Regulations under the Securities Exchange Act of 1934 as in effect on September 2, 1983 (collectively, and as so in effect, the "Exchange Act"), Beneficially Owns in the aggregate 10% or more of the outstanding voting stock of this corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person; provided that this definition shall exclude any person which, but for this exception, would be a Related Person on September 2, 1983.

3. The term "Substantial Part" shall mean at any time more than 10% of the fair market value of the total assets of this corporation at such time.

4. A person is a "Beneficial Owner" of any voting stock

(a) which such person or any of its Affiliates or Associates beneficially owns (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly; or

(b) which such person or any of its Affiliates or Associates has the right to acquire (whether such right is exercisable immediately or after the passage of time or the occurrence of a contingency) pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, or has

the right to vote pursuant to any agreement, arrangement or understanding; or

(c) which are Beneficially Owned, directly or indirectly, by any person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of voting stock.

This Article may be amended or repealed only by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon.

IN WITNESS WHEREOF these Restated Articles of Incorporation have been executed by the undersigned officers this May 7, 1986.

FLORIDA ROCK INDUSTRIES, INC.

By Edward L. Baker
Edward L. Baker, President

Attest: George L. Rosborough, Jr.
Secretary

STATE OF FLORIDA

COUNTY OF FLORIDA

Before me, the undersigned authority, personally appeared Edward L. Baker, known to me to be the President of Florida Rock Industries, Inc., who, being by me first duly sworn, acknowledged that he executed the foregoing Restated Articles of incorporation of Florida Rock Industries, Inc. as its President.

DATED: May 7, 1986



Notary Public State of Florida
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Oct. 30, 1987
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**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA ROCK INDUSTRIES, INC.**

1. The name of this corporation is Florida Rock Industries, Inc.
2. Article VII of the Restated Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation is twelve (12), but may be changed, but not to less than three (3), by the affirmative vote of a majority of the whole Board of Directors at the time in office or by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon. The directors shall be divided into three classes, apportioned as follows: Class I shall consist of four directors; Class II shall consist of four directors; and Class III shall consist of four directors. The respective initial terms of office for each class of directors shall be as follows: the initial term of Class I (previously designated as Class IV and Class II directors prior to amending this ARTICLE VII at the Annual Meeting of Shareholders in 1998) will expire at the Annual Meeting of Shareholders in 1999; the initial term of Class II directors (previously designated as Class I directors prior to amending this ARTICLE VII at the Annual Meeting of Shareholders in 1998) will expire at the Annual Meeting of Shareholders in 2000; and the initial term of Class III directors (previously designated as Class III directors prior to amending this ARTICLE VII at the Annual Meeting of Shareholders in 1998) will expire at the Annual Meeting of Stockholders in 2001. After the expiration of the applicable initial term, each successive term of office for each class of directors shall be three years. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain, as nearly as may be practicable, an equal number of directors in *each class*. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. Any director of any class elected to fill a vacancy, including a vacancy resulting from an increase in the number of directors, shall hold office for a term that shall coincide with the remaining term of that class. In no case, however, will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify. A director may only be removed for cause', which shall be defined for these purposes as a conviction of a felony, declaration of unsound mind by a court order, adjudication of bankruptcy, non-acceptance of office or such director having been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to this corporation in a matter of substantial importance to this corporation and such adjudication is no longer subject to direct appeal. This Article may be amended or repealed only by the affirmative vote of the holders of at least 75% of the shares of stock of this corporation entitled to vote thereon.

3. The foregoing amendment was adopted pursuant to Section 607.1003(5), Florida Business Corporation Act, by the affirmative vote of the holders of more than 75% of the shares outstanding and entitled to vote at the annual meeting of the corporation held on February 4, 1998. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, Florida Rock Industries, Inc. has caused these Articles of Amendment to the Restated Articles of Incorporation to be executed in its name by its President this 4th day of February, 1998.

FLORIDA ROCK INDUSTRIES, INC.

By: /s/ John D. Baker II
John D. Baker II
President

**STATE OF FLORIDA
DEPARTMENT OF STATE**

I certify the attached is a true and correct copy of the Articles of Amendment, filed on February 4, 1998, to Articles of Incorporation for FLORIDA ROCK INDUSTRIES, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H98000002325. This certificate is issued in accordance with Section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is I44218.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Fourth day of February, 1998

Authentication Code: 298A00006312-020498-144218 -1/1

**GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST**

/s/ Sandra B. Mortham
Sandra B. Mortham
Secretary of State

APPENDIX

1.

RESOLVED, that the shareholders approve and adopt new ARTICLE XIV to the Articles of Incorporation of Florida Rock Industries, Inc. to read as follows:

"ARTICLE XIV

"Control Share Law Not Applicable

"The provisions of Section 607.0902, Florida Statutes, 1993, as they may be amended, shall not apply to control-share acquisitions of shares of this corporation."

2.

RESOLVED, that the shareholders approve and adopt new ARTICLE XV to the Articles of Incorporation of Florida Rock Industries, Inc. to read as follows:

"ARTICLE XV

"Certain Matters Relating to Shareholder Actions

"Section 1. Special Meeting of Shareholders. Pursuant to Section 607.0702, Florida Statutes, special meetings, of the shareholders may be called by the Board of Directors or by the President. In addition, the Secretary shall call a meeting if the holders of 50% (but not a lesser number) of all of the votes entitled to be cast on any issue proposed to be considered at the meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

"Section 2. Acting by Shareholders Without a Meeting Prohibited. Pursuant to, and as permitted by, Section 607.0704, Florida Statutes, the shareholders of this corporation are prohibited from taking action without a meeting, without prior notice and without a vote.

"Section 3. Nominations of Directors. After February 1, 1995 only persons who are nominated in accordance with the following procedures shall be eligible for election by the shareholders as Directors. Nominations of persons for election as Directors of the Company may be made at a meeting of shareholders at which Directors are being elected (i) by or at the direction of the Board of Directors and/or by or at the direction of any committee or person authorized or appointed by the Board of Directors or (ii) by any shareholder of the Company entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 3. Any nomination other than those governed by clause (i) of the preceding sentence shall be made pursuant to timely notice in writing to the Secretary of the Company. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the Company not less than 40 days prior to the meeting; provided, however, that in the event that less than 50 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made. Such shareholder's notice to the Secretary shall set forth (a) as to each person whom the shareholder proposes to nominate for election as a Director (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of any shares of the Company or any subsidiary of the Company which are beneficially owned by such person, and (iv) any other information relating to such person that is required to be disclosed in solicitations for proxies for election of Directors pursuant to any then existing rule or regulation promulgated under the Securities Exchange Act of 1934, as amended; (b) the term and class of directors (as defined in ARTICLE VII) for which the nomination is made; and (c) as to the shareholder giving the notice (i) the name and record address of such shareholder and (ii) the class and number of shares of the Company which are beneficially owned by such shareholder. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee as a Director. No person shall be eligible for election as a Director unless nominated as set forth herein.

"The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

"Nothing contained herein shall prevent the Board of Directors from filling a vacancy including a vacancy resulting from an increase in the number of directors, as provided in ARTICLE VII.

"This ARTICLE XV may be amended or repealed only by the affirmative vote of the holders of at least a majority of the shares of stock of the corporation entitled to vote thereon; provided, however, if this ARTICLE XV shall be adopted by at least two-thirds of the shares of stock of the corporation entitled to vote thereon, this ARTICLE XV may be amended or repealed only by the affirmative vote of the holders of at least a two-thirds majority of the shares of stock of the corporation entitled to vote thereon."

3.

RESOLVED, that the Florida Rock Industries, Inc. 1991 Stock Option Plan be amended by changing the first sentence of paragraph 4 thereof to read as follows:

"4. Stock. The maximum number of shares of Common Stock which may be issued upon the exercise of Options granted under the 1991 Plan shall be 500,000 shares, provided that no person shall be granted Options in any one fiscal year in excess of 50,000 shares."

RESOLVED FURTHER, that the last sentence of paragraph 6(a) shall be amended to read as follows:

"In the case of a Nonqualified Stock Option, the option price per share shall not be less than the fair market value of a share of Common Stock on the date of grant thereof."

Dated December 15, 1994

FLORIDA ROCK INDUSTRIES, INC. PROXY SOLICITED BY BOARD OF DIRECTORS

FOR THE ANNUAL MEETING OF SHAREHOLDERS CALLED FOR FEBRUARY 1, 1995

The undersigned hereby appoints Edward L. Baker and John D. Baker II, or either of them, the attorneys, agents and proxies of the undersigned with full power of substitution to vote all the shares of common stock of Florida Rock Industries, Inc. which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held at the general offices of the Company, 155 East 21st Street, Jacksonville, Florida on February 1, 1995, at 9 o'clock in the morning, and all adjournments thereof, with all the powers the undersigned would possess if then and there personally present. Without limiting the general authorization and power hereby given, the above proxies are directed to vote as instructed on the matters below:

1. The election of three (3) directors.

// FOR all nominees listed below

// WITHHOLD AUTHORITY to vote for (except as marked to the contrary below) all nominees listed below

A. R. Carpenter, John D. Baker II and Charles H. Denny III, to serve for a term of four years

To withhold authority to vote for any individual nominee, write that nominee's name in the space provided.

2. To act upon a proposal to approve and adopt an amendment to the Company's Articles of Incorporation by adding a new ARTICLE XIV, which provides that the provisions of Section 607.0902, Florida Statutes, 1993, as they may be amended, shall not apply to control-share acquisitions of shares of this corporation.

// FOR // AGAINST

3. To act upon a proposal to approve and adopt an amendment to the Company's Articles of Incorporation, by adding a new ARTICLE XV, in which Section 1 requires action by holders of 50% of the shares entitled to vote to require the call of a special meeting of shareholders; Section 2 requires a meeting for any shareholder action; and Section 3 requires advance notice provisions to the Company for shareholder nomination of directors.

// FOR // AGAINST

4. To act upon a proposal to amend the Company's 1991 Stock Option Plan.

// FOR // AGAINST

(Continued and to be signed on other side)

The undersigned hereby revokes any proxy heretofore given with respect to said stock, acknowledges receipt of the Notice and the Proxy Statement for the meeting accompanying this proxy, each dated December 15, 1994, and authorizes and confirms all that the said proxies or their substitutes, or any of them, may do by virtue hereof.

Dated: _____, 199__

Signature

Signature, if held jointly

IMPORTANT: Please date this proxy and sign exactly as your name or names appear(s) hereon. If the stock is held jointly, signatures should include both names. Personal representatives, trustees, guardians and others signing in a representative capacity should give full title. If you attend the meeting you may, if you wish, withdraw your proxy and vote in person.

PLEASE RETURN PROMPTLY IN THE ACCOMPANYING ENVELOPE