

FLORIDA ROCK INDUSTRIES, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. Purpose. The primary functions of the Corporate Governance and Nominating Committee (the “Committee”) of Florida Rock Industries, Inc. (the “Company”) are to (i) identify individuals who are qualified to serve on the Company's Board of Directors (the “Board”), (ii) recommend for selection by the Board the director nominees for the next annual meeting of the shareholders or at any such time that there is a vacancy on the Board, (iii) develop and recommend to the Board corporate governance principles with respect to the Company, and (iv) oversee the evaluation of the Board and the Management of the Company.

2. Composition.

(a) Appointment. The Committee shall consist of three (3) or more independent directors, as determined by the Board in accordance with applicable law and listing standards and the Standards of Board Independence established by the Board from time to time. The Board shall appoint the members of the Committee at the meeting of the Board immediately following the annual meeting of the Company’s shareholders. In the event a vacancy occurs on the Committee prior to such meeting of the Board, the Board shall appoint a member to fill such vacancy at such time. In appointing members to serve on the Committee, the Board shall consider the independence of the members of the Committee and all of the facts, circumstances, and such other qualifications as the Board may determine, in its reasonable judgment, to be relevant to serving on the Committee. The Board shall determine, in its discretion, the term of membership of the Committee. Unless the Board elects a Chair of the Committee, the Committee may, in its discretion, designate a Chair by an affirmative vote of the majority of the members of the Committee.

(b) Evaluation. The Board shall perform and conduct an annual performance evaluation of the Committee to determine and assess whether the Committee is fulfilling all of its duties and responsibilities hereunder and under all applicable laws and listing standards.

(c) Removal. The Board may remove any member of the Committee at any such time as the Board determines, in its reasonable judgment, that (i) such member no longer meets the qualification standard set forth in Section 2(a) of this Charter, or (ii) it is in the best interests of the Company or its shareholders to remove such member from the Committee.

(d) Authority.

(i) The Committee shall have the sole and direct authority to engage, retain, approve payment of compensation to, and terminate any director search firm retained to identify and recommend possible candidates for Board membership.

(ii) The Committee shall have the authority, as it deems appropriate, to delegate to any subcommittee of the Committee any of its duties or responsibilities under this Charter or any applicable law or listing standard.

3. Meetings. The Committee shall meet at least annually or more frequently, as may be necessary or appropriate.

4. Duties and Responsibilities. The Committee shall have the duty and responsibility to:

(i) Establish the criteria for Board membership;

(ii) Consider, recommend and recruit candidates, and review candidates recommended by shareholders, to serve on the Board and to recommend the director nominees selected by the Committee for approval by the Board and the shareholders of the Company;

(iii) Oversee the annual evaluations of the Board and Company management;

(iv) Recommend to the Board directors to serve on other Board committees, monitor the functions of such committees, and make recommendations to the Board regarding the functions of such other committees;

(v) Review and recommend, on a regular basis, changes to the Company's Corporate Governance Guidelines, including a Conflict of Interest Policy and Related Party Transaction Policy, Financial Code of Ethical Conduct and Code of Business Conduct and Ethics;

(vi) Consider all requests by any director or executive officer for a waiver of the Company's Financial Code of Ethical Conduct or Code of Business Conduct and Ethics, as may be adopted by the Board from time to time, and if appropriate in the Committee's sole discretion, grant all such waivers, in accordance with all applicable laws and listing standards;

(vii) Review and update this Charter, periodically, at least annually, as may be necessary or appropriate;

(viii) Report, on a periodic basis, to the Board regarding compliance with this Charter, the activities of the Committee and any issues with respect to the duties and responsibilities of the Committee;

(ix) Take all actions that may be necessary, in the discretion of the Committee, to ensure that the Company implements appropriate internal procedures to comply with all applicable laws, rules and regulations and with the Company's Corporate Governance Guidelines; and

(x) Perform any other activities consistent with this Charter, the Company's Bylaws and all applicable laws and listing standards, as the Committee deems necessary or appropriate.

The foregoing Charter of the Corporate Governance and Nominating Committee of the Board of Directors of Florida Rock Industries, Inc., a Florida corporation, was adopted by the Board of Directors on the ____ day of _____, 2003.

FLORIDA ROCK INDUSTRIES, INC.

By _____
Dennis D. Frick
Its: Secretary