

Filing fee: \$100.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

PRM Concrete Corporation

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

See EXHIBIT A attached hereto.

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SECRETARY OF STATE
CORPORATE DIVISION
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 #9

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SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

2/10/95

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
PRM Concrete Corporation	100	N/A	N/A
River Sand and Gravel Company, Inc.	5155	N/A	N/A

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares Entitled to Vote as a Class		
			Class	Voted For	Voted Against
PRM Concrete Corporation	100	0	N/A	N/A	N/A
River Sand and Gravel Company, Inc.	5155	0	N/A	N/A	N/A

FOURTH: Time merger to become effective (§ 7-1.1-69): 12:00 a.m. March 31, 1995

Dated March 21, 1995

PRM Concrete Corporation
 By Thomas J. McHale
 Its Thomas J. McHale President
 and Joseph T. McHale
 Its Joseph T. McHale Secretary
 River Sand and Gravel Company, Inc.
 By James E. McHale
 Its James E. McHale President
 and Joseph T. McHale
 Its Joseph T. McHale Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 11 day of March, 1995, between PRM Concrete Corporation, (hereinafter referred to as "PRM"), and River Sand and Gravel Company, Inc., (hereinafter referred to as "River");

W I T N E S S E T H:

WHEREAS, the authorized capital stock of PRM consists of Eight Thousand (8,000) shares of no par value common stock, One Hundred (100) of which shares are issued and outstanding and owned by John J. McHale & Sons, Inc.; and

WHEREAS, the authorized capital stock of River consists of Ten Thousand (10,000) shares of no par value common stock of which Two Thousand Three Hundred Fifty (2,350) shares are issued and outstanding and owned by the said John J. McHale & Sons, Inc., and Three Thousand Three Hundred Thirty (3,330) shares of One Hundred Dollar (\$100) par value Cumulative Voting Preferred Stock, of which Two Thousand Eight Hundred Five (2,805) are issued and outstanding and owned by William McHale (59 Shares), James E. McHale (118 Shares), Thomas J. McHale (59 Shares), Joseph T. McHale (434 Shares), Joseph T. McHale, Trustee (475 Shares), Thomas J. McHale and Robert J. McHale, Trustees of the Family Trust U/W of Francis A. McHale, Sr. (535 Shares), Rose P. McHale (375 Shares), Joseph T. McHale, Trustee U/A Katherine A. McHale, Settlor, dated 12/27/1985 FBO Daniel J. McHale (375 Shares), and Joseph T. McHale, Trustee U/A Katherine A. McHale, Settlor, dated 12/27/1985 FBO Erin A. McHale (375 Shares); and

WHEREAS, both PRM and River are close corporations in accordance with the provisions of Section 7-1.1-51 of the General Laws of Rhode Island, 1956, as amended, and the Board of Directors and shareholders of each have determined that it is advisable and in the best interests of such corporations that River be merged into PRM in accordance with the applicable provisions of Chapter 7-1.1 of the General Laws of Rhode Island, 1956, as amended, and the President of each has been duly authorized, empowered and directed to perform any and all acts for and on behalf of such corporations, all as deemed by such officer, in such officer's sole discretion, to be necessary, desirable, convenient or advisable in order to effectuate the intent and purposes herein contained;

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions herein contained, PRM and River hereby agree that River shall be merged into PRM and that

the terms and conditions of said merger and the manner and basis of converting the shares of each such corporation into the shares of the surviving corporation shall be as follows:

Merger

1. On the effective date of the merger, River shall be merged into PRM. PRM shall be the surviving corporation. Except for the changes to the Articles of Incorporation of PRM provided for in paragraph 4 hereof, its identity, existence, powers, objects, franchises, rights and immunities shall be unaffected and unimpaired by the merger. At the time said merger becomes effective, the separate existence of River, except insofar as it may be continued by statute, shall cease.

Terms and Conditions

2. The terms and conditions of the merger are as follows:

By-Laws

2.1 The bylaws of PRM, as the same exist on the effective date of the merger, shall be the bylaws of the surviving corporation until altered, amended or repealed as therein provided.

Officers

2.2 The officers of PRM on the effective date of the merger shall continue in office as the officers of the surviving corporation and shall hold office until their respective successors are elected and qualified in accordance with the bylaws of the surviving corporation.

Effect of Merger

2.3 At the time said merger becomes effective, all of the estate, property, rights, privileges, powers, franchises and interests of each of said corporations and all of their property, real, personal and mixed, and all the debts due on whatever account of either of them, as well as all stock subscriptions and other choices in action belonging to either of them, shall be vested in PRM as the surviving corporation, without further act or deed; and all claims, demands, property and every other interest shall be as effectually the property of PRM as the surviving corporation, as the same were of each of said corporations, and title to all real estate vested in either of said corporations shall not be deemed to revert or to

be in any way impaired by reasons of the merger, but shall be vested in PRM as the surviving corporation, subject, however, to all of the liabilities and obligations of River and the rights of creditors thereof, for which PRM as the surviving corporation shall be liable in the same manner and to the same extent as if said surviving corporation had incurred such liabilities and obligations.

Conversion

3. The manner of converting the outstanding shares of the capital stock of River into the shares of PRM shall be as follows:

3.1 Because all of the common stock of both PRM and River is owned by John J. McHale & Sons, Inc., no new shares of the common stock of PRM will be issued or exchanged for common stock of River.

3.2 Each share of the Cumulative Voting Preferred Stock of River which shall be outstanding at the time said merger becomes effective shall be exchanged for one (1) share of the Cumulative Non-Voting Preferred Stock of PRM.

3.3 Each share of the Cumulative Voting Preferred Stock of River which shall be outstanding at the time said merger becomes effective shall forthwith be cancelled, and all rights in respect thereto terminated.

3.4 After said merger becomes effective, each shareholder of an outstanding certificate representing shares of One Hundred Dollar (\$100.00) par value Cumulative Voting Preferred Stock of River shall surrender the same to PRM for exchange and cancellation. Until so surrendered, the outstanding shares of River, to be cancelled as provided herein, shall be treated by PRM for all purposes as cancelled and all rights in respect there terminated.

Articles of Incorporation

4. Except as hereinafter set forth in this paragraph 4, the Articles of Incorporation of PRM, as originally filed on March 20, 1986, and as thereafter from time to time amended, shall, at the time said merger becomes effective, be the Articles of Incorporation of the surviving corporation until altered, amended or repealed as provided by law.

Authorized Capital of PRM

4.1. Article FOURTH of the Articles of Incorporation of PRM is hereby amended by striking the words "8,000 shares of common stock (\$1.00 par value)" from subsection (a) thereof, and by adding the provisions found in Exhibit A hereto to subsection (b) thereof.

Preemptive Rights of Shareholders of PRM

4.2 Article FIFTH of the Articles of Incorporation of PRM is hereby amended, in its entirety, to read as set forth in Exhibit B hereto.

Filings, etc.

5. After this Agreement and Plan of Merger has been approved by the President of both PRM and River and has been duly authorized and adopted by the stockholders of PRM and River and upon execution and acknowledgment of the same, Articles of Merger shall be executed and shall be filed, along with a copy of this Agreement and Plan of Merger as authorized, approved, signed and acknowledged, in the office of the Secretary of State of Rhode Island in accordance with the applicable provisions of Chapter 7-1.1 of the General Laws of Rhode Island, 1956, as amended.

Additional Assignments

6. To the extent permitted by law, from time to time as and when requested by PRM or by its successors or assigns, River shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, or to take, or cause to be taken, such further or other action as the surviving corporation may deem necessary or desirable, in order to vest in and confirm to PRM title to, and possession of, any property of River acquired by reason of or as a result of the merger provided for herein, and otherwise to carry out the intent and purposes hereof; and the proper officers of PRM and the proper officers of River are fully authorized to take any and all such action.

Effective Date

7. The merger provided for in this Agreement and Plan of Merger shall become effective at 12:00 a.m. on March 31, 1995.

IN WITNESS WHEREOF, PRM and River, in accordance with the approval and authority duly given by their respective shareholders, have by their respective Presidents executed these presents and have caused their corporate seals to be hereunto affixed and attested by their respective Secretaries.

PRM CONCRETE CORPORATION

By: Thomas J. McHale
Thomas J. McHale, President

Attest:

Joseph T. McHale, Secretary
Joseph T. McHale, Secretary

RIVER SAND AND GRAVEL
COMPANY, INC.

By: James E. McHale
James E. McHale, President

Attest:

Joseph T. McHale, Secretary
Joseph T. McHale, Secretary

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EXHIBIT A

If more than one class: Total number of shares: 11,330.

The total amount of authorized capital stock of the Corporation, with par value, shall consist of common stock in the amount of Eight Thousand Dollars (\$8,000), to be divided into Eight Thousand (8,000) shares, of par value of One Dollar (\$1.00) each, and Preferred Stock in the amount of Three Hundred Thirty Three Thousand Dollars (\$333,000), to be divided into Three Thousand Three Hundred Thirty (3,330) shares, of par value of One Hundred Dollars (\$100) each. Holders of Preferred Stock shall have the following voting powers, designations and relative, participating, optional or other special rights:

Designation.

The designation of Preferred Stock shall be "Cumulative Non-Voting Preferred Stock."

Dividends.

Holders of Cumulative Non-Voting Preferred Stock shall be entitled to receive, as and when declared by the Board of Directors out of funds legally available for the payment of dividends, cumulative preferential dividends of 9% per share per annum, and no more, payable in cash, annually, on the last day of January, commencing in 1985. These dividends will, to the extent funds are legally available for payment of such dividends, be paid to the holders of Cumulative Non-Voting Preferred Stock prior to any distribution to holders of common stock of the Corporation. Any accumulations of dividends on said Preferred Stock shall not bear interest.

Redemption.

The Corporation, by resolution of its Board of Directors, may from time to time redeem all or any of said Cumulative Non-Voting Preferred Stock at the per share redemption price of One Hundred Dollars (\$100); provided, however, that the Corporation's right to redeem Cumulative Non-Voting Preferred Stock shall not be exercisable until February 1, 1985. If, at any time, less than all of the outstanding Cumulative Non-Voting Preferred Stock shall be called for redemption, the shares to be redeemed shall be selected by lot or in such other reasonable manner as the Board of Directors shall determine. Not less than ninety (90) days

prior to any date fixed for redemption of Cumulative Non-Voting Preferred Stock, notice of such action shall be sent by first-class mail, postage prepaid, to the holders of record of said Cumulative Non-Voting Preferred Stock selected for redemption.

Non-Voting.

The Cumulative Non-Voting Preferred Stock shall not be entitled to voting rights, except as otherwise provided by the Rhode Island Business Corporation Act.

Conversion.

The Cumulative Non-Voting Preferred Stock shall not be convertible into shares of common stock of the Corporation.

Preferences.

In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and after payment or provision for payment of the debts and other outstanding liabilities of the Corporation, the holders of Cumulative Non-Voting Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to its shareholders, an amount in cash equal to One Hundred Dollars (\$100) per share, prior to any payment or liquidating distribution being made to the holders of shares of common stock of the Corporation.

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EXHIBIT B

FIFTH: The provisions relating to preemptive rights of shareholders of the Corporation shall be as follows:

The holders of the common stock of the Corporation shall be entitled to a preemptive right, for a period of thirty (30) days following the notice hereinafter referred to, to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the common stock of the Corporation bear to the outstanding common stock, any shares of the same class of the Corporation, any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the Corporation, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The preemptive rights granted herein shall be deemed waived by any shareholder who does not so exercise them and pay for the shares, rights, options, bonds, securities or obligations within said thirty (30) days of receipt of notice in writing from the Corporation stating the price, terms and conditions of the offering. After the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred or granted by the Corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the Corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The holders of Cumulative Non-Voting Preferred Stock shall not have any preemptive right to subscribe for or to acquire any unissued or treasury shares of any class of stock of the Corporation.

The provisions contained herein are in lieu of the provisions on preemptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act, as amended.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

March 30, 1995

TO WHOM IT MAY CONCERN:

Re: RIVER SAND & GRAVEL CO.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

STATE OF RHODE ISLAND

COUNTY OF *Providence*

} Sc.

At *Providence* in said County on the *21st* day of
March 19 95, before me personally appeared

Thomas J. McHale, who being by me first duly sworn, declared that he is
the President of PRM Concrete Corporation,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Thomas J. Tugtchaev
Notary Public

MY COMMISSION EXPIRES 2/26/97

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF *Providence*

} Sc.

At *Providence* in said county on the *21st* day of
March 19 95 before me personally appeared

James E. McHale, who being by me first duly sworn, declared that he is
the President of River Sand and Gravel Company, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Thomas J. Tugtchaev
Notary Public

MY COMMISSION EXPIRES 2/26/97

(NOTARIAL SEAL)