TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	Limited Liability Company Articles of Organization - Conversion	

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Quikrete of Southern California, Inc.		01/01/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Quikrete of Southern California, LLC
Street Address:	3490 Piedmont Rd., N.E.
Internal Address:	Suite 1300
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30305
Entity Type:	Limited Liability Companhy: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1072679	

CORRESPONDENCE DATA

Fax Number: (614)227-2100

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 614-227-2080

Email: ipdocket@porterwright.com

Correspondent Name: Karen K. Hammond Address Line 1: 41 S. High Street

Address Line 4: Columbus, OHIO 43215

NAME OF SUBMITTER: Karen K. Hammond	
Signature:	/karen k. hammond/
Date:	08/05/2005

TRADEMARK REEL: 003135 FRAME: 0734

900029667

Total Attachments: 21 source=Quik2 ass.Scanned_#page1.tif source=Quik2 ass.Scanned_#page2.tif source=Quik2 ass.Scanned_#page3.tif source=Quik2 ass.Scanned_#page4.tif source=Quik2 ass.Scanned_#page5.tif source=Quik2 ass.Scanned_#page6.tif source=Quik2 ass.Scanned_#page7.tif source=Quik2 ass.Scanned_#page8.tif source=Quik2 ass.Scanned_#page9.tif source=Quik2 ass.Scanned_#page10.tif source=Quik2 ass.Scanned_#page11.tif source=Quik2 ass.Scanned_#page12.tif source=Quik2 ass.Scanned_#page13.tif source=Quik2 ass.Scanned_#page14.tif source=Quik2 ass.Scanned_#page15.tif source=Quik2 ass.Scanned_#page16.tif source=Quik2 ass.Scanned_#page17.tif source=Quik2 ass.Scanned_#page18.tif source=Quik2 ass.Scanned_#page19.tif source=Quik2 ass.Scanned_#page20.tif

source=Quik2 ass.Scanned_#page21.tif





State of California Kevin Shelley Secretary of State

File #

ENDORSED - FILED in the office of the Secretary of State of the State of California

JAN - 1 2004

KEVIN SHELLEY Secretary of State

LIMITED LIABILITY COMPANY **ARTICLES OF ORGANIZATION - CONVERSION**

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

		A CONTRACTOR OF THE PARTY OF TH	
1. NAME OF LIMITED LIABILITY COMPANY	7 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 -	- Company of the Comp	
Quikrete of Southern California, LLC.			
2. THE PURPOSE OF THE LIMITED LIABILT COMPANY MAY BE ORGANIZED UNDER			ITCH A LIMITED LIABILITY
3. THE LIMITED LIABILITY COMPANY WILL			
ONE MANAGER	MORE THAN ONE MANAGER		LITY COMPANY MEMBER(S)
4. TYPE OF BUSINESS OF THE LIMITED LL	• • • • • • • • • • • • • • • • • • • •	WL PURPOSES ONLY)	
Manufacture and sale of concrete products. MAILING ADDRESS OF THE CHIEF EXEC		CITY AND STATE	ZIP CODE
3490 Piedmont Road, Suite 1300	COTIVE OFFICE	Atlanta, GA	30305
6. CHECK THE APPROPRIATE PROVISION	BELOW AND NAME THE AGENT FOR		
AN INDIVIDUAL RESIDING IN CAL A CORPORATION WHICH HAS FIL AGENT'S NAME CT Corporation Syste	ED A CERTIFICATE PURSUANT TO CA	LIFORNIA CORPORATIONS CODE	SECTION 1505.
7. ADDRESS OF AGENT FOR SERVICE OF	PROCESS IN CA. IF AN INDIVIDUAL	cnv	STATE ZIP CODE CA
er jar og 🛊 frem enn - 🕶 gjorn og må om enn enn og er og begrennings i star og gjorn og skole og en enner i skole En	and the second s	the state of the s	
8. NAME OF CONVERTING ENTITY	The Control of Control		and and and a comment of the comment
Quikrete of Southern California, Inc.			
9. FORM OF ENTITY	10. JURISDICTION	11. CA SECRETARY OF STATE	FILE NUMBER, IF ANY
Corporation	California	C0430	
12. THE PRINCIPAL TERMS OF THE PLAN OF EACH CLASS THAT EQUALED OR EXCEL NUMBER OF OUTSTANDING INTERESTS 587 COMMON Shares	EDED THE VOTE REQUIRED. IF A VOT	E WAS REQUIRED, PROVIDE THE PERCEN	FOLLOWING: ITAGE VOTE REQUIRED 51%
13. NUMBER OF PAGES ATTACHED, IF ANY:		(A) 写了了。 A 图 5-7 0.00	
		GES ARE INCORPORATED HEREI	
SIGNALINE GLAUTHOPIZED PEGSON	James E. TYPE OR Dennis C.	Minchester, Jr President PRINT NAME AND TITLE OF AUTH Winchester - Secretary	ORIZED PERSON
SCHATURE S-AUTHORIZED VERSON	TYPE OR	PRINT NAME AND TITLE OF AUTH	ORIZEO PERISONO
TC-1V (LEA OASD03)			O (30 30 10)
	1		Property or STA

TRADEMARK

REEL: 003135 FRAME: 0736

QUIKRETE OF SOUTHERN CALIFORNIA, INC.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER IN LIEU OF A SPECIAL MEETING

TAKEN AS OF DECEMBER 31, 2003

The undersigned, being all of the members of the Board of Directors and sole shareholder of Quikrete of Southern California, Inc. a California corporation (the "Corporation"), acting pursuant to the California Corporations Code (the "Code"), hereby take the actions set forth in this documents by unanimous written consent (this "Written Consent"), consent to the following actions, which actions shall have the same force and effect as if taken by an affirmative vote at a special meeting of the Board of Directors and the sole shareholder of the Corporation duly called and held under the Act.

WHEREAS, the Corporation is a wholly owned subsidiary of The Quikrete Companies, Inc ("TQI");

WHEREAS, the Board of Directors of TQI have determined that the proposed restructuring of TQI and its subsidiaries, to improve efficiencies of operations and to minimize and possibly reduce the effective state income tax rate applied to TQI's income, is in the best interest of TQI and its shareholders;

WHEREAS, in order to effectuate the proposed restructuring of TQI, the Board of Directors of TQI have determined to reorganize the Corporation as a California limited liability company;

WHEREAS, pursuant to Section 1151 of the Code, the Board of Directors of the Corporation are of the view that it is advisable and in the best interest of the Corporation and its shareholders to convert to a California limited liability company (the "Conversion"); and

WHEREAS, the Board of Directors of the Corporation have reviewed the Plan of Conversion hereby attached as Exhibit A ("Plan of Conversion") and is of the view that the Plan of Conversion is in the best interest of the Corporation and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the Plan of Conversion, attached hereto as <u>Exhibit A</u>, and as required to be provided by Section 1152 of the Code and submits the same, with its full recommendations, for the approval of the Corporation's shareholders.

BE IT FURTHER RESOLVED, that the Secretary of the Corporation is hereby directed to file this Written Consent with the minutes of the proceedings of the Corporation and is authorized to certify the passage of these resolutions under seal of the Corporation or otherwise.

[SIGNATURES ON THE NEXT PAGE]

CORP/1024347.1

IN WITNESS WHEREOF, the undersigned members of the Board of Directors and the sole shareholder of the Corporation have executed this Written Consent as of the date first written above. This consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one consent.

2

James E. Winchester, Jr.

James E. Winchester, Jr.

John O. Winchester

Dennis C. Winchester

SOLE SHAREHOLDER:

The Quikrete Companies, the a Delaware corporation

By
Name
Title;

CORP/102/4347.1

PLAN OF CONVERSION OF OUIKRETE OF SOUTHERN CALIFORNIA, INC.

This PLAN OF CONVERSION OF QUIKRETE OF SOUTHERN CALIFORNIA, INC. (the "Plan of Conversion") is dated as of the 31st day of December, 2003.

WITNESSETH:

WHEREAS, Quikrete of Southern California, Inc. is a corporation duly organized and existing under the laws of the State of California (the "Corporation");

WHEREAS, pursuant to Section 1151 of the California Corporations Code (the "Code"), the Board of Directors of the Corporation is of the view that it is advisable and in the best interest of the Corporation and its shareholders to convert to a California limited liability company (the "Conversion");

NOW, THEREFORE, the Corporation herby adopts this Plan of Conversion pursuant to the terms set forth below and as required to be provided by Section 1152 of the Code.

- The limited liability company into which the Corporation will be converted will be duly organized and existing under the laws of the State of California. The name of the California limited liability company is Quikrete of Southern California, LLC.
- 2. At the Effective Time, as hereinafter defined, each issued and outstanding share of capital stock of the Corporation shall be converted into one unit of beneficial interest of Quikrete of Southern California, LLC. Upon conversion, the outstanding capital stock of the Corporation shall be canceled and be of no further force and effect and the former holders of such capital stock shall be entitled only to the rights provided for hereunder and in the Operating Agreement of Quikrete of Southern California, LLC. The former shareholders' liability for all of the obligations and liabilities of Quikrete of Southern California, LLC incurred after the conversion shall be as that of a member of Quikrete of Southern California, LLC as provided for under Section 1158 of the Code. The beneficial ownership of Quikrete of Southern California, LLC shall be wholly owned by Quikrete International, Inc.
- Articles of Organization Conversion with the California Secretary of State, in accordance with the applicable provisions of the Code (such time of filing or different date, as the case may be, is hereinafter referred to as the "Effective Time"). At and after the Effective Time, all real and personal property owned by the Corporation shall remain vested in Quikrete of Southern California, LLC and all obligations and liabilities of the Corporation shall continue as the liabilities and obligations of Quikrete of Southern California, LLC, all without further act or deed, and any action or proceeding against the Corporation may be continued as if the Conversion had not occurred. As the result of the Conversion, the Corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and such Conversion shall not be deemed to constitute a dissolution of the Corporation.
- 4. The contents of the Articles of Organization of Quikrete of Southern California, LLC

are attached hereto as Exhibit A.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

QUIKRETE OF SOUTHERN CALIFORNIA, INC.

By:
Name:
Title:

EXHIBIT A

ARTICLES OF ORGANIZATION



State of California Kevin Shelley Secretary of State

ENDORSED - FILED in the office of the Secretary of State of the State of California

200400510101

JAN - 1 2004

KEVIN SHELLEY Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

This Space For Filing Use Only

H	MPORTANT READ ALL INSTRUCTIONS BEFORE COMPLE	ING IHIS FORM	TURE SPACE L	Or Fining Use Only	
1				· ALTO	
1.	NAME OF LIMITED LIABILITY COMPANY				
	Quikrete of Southern California, LLC.		N COR MANCH	LIGHTED LIABILIT	~
2.	THE PURPOSE OF THE LIMITED LIABILTY COMPANY IS TO ENGAGE IN A	NY LAWFUL ACT OR ACTIVIT	Y FOR WHICH	/ FINITI ED FINDIFII	7
	COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED !	LIABILITY COMPANY ACT.	· 		· · · · · · · ·
3.	THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY	ONE)			
_	ONE MANAGER MORE THAN ONE MANAGER	•	TED LIABILITY	COMPANY MEMBE	R(S)
<u> </u>	TYPE OF BUSINESS OF THE LIMITED LIABILTY COMPANY (FOR INFORM	ATIONAL PURPOSES ONLY			
4.	TABE OF BUSINESS OF THE FIMITED FINDICLY COMEVIAL (LOW MALOUME	A HOLDE FOR COCCO CHELLY			
ı	Manufacture and sale of concrete products	· _			
	MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE	CITY AND STATE		ZIP CODE	
	3490 Pledmont Road, Suite 1300	Atlanta, GA		30305	100
_:	CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT	EOD REDVICE OF PROCESS			
6.	CHECK THE WASHINGTON BEFORE YOUR WARE THE WORKET	POR SERVICE OF TROOPERS			i
	AN INDIVIDUAL RESIDING IN CALIFORNIA.	•			
	A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT	TO CALIFORNIA CORPORATI	ONS CODE SEC	TION 1505.	
ŀ	NO VICTORIAN MINOR HAS PIEDN CERTIFICATE FORMANT				
	AGENT'S NAME CT Corporation System				

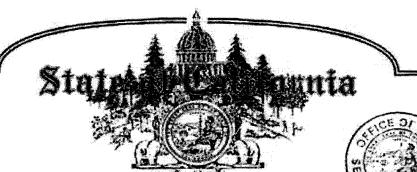
NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE

PERCENTAGE VOTE REQUIRED

587 common shares

51%

** J		
PAGES ATTAC	CHED, IF ANY:	THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.
HAT I AM THE	PERSON WHO EXEC	CUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.
f.	- Car	James E. Winchester, Jr. President TYPE OR PRINTI NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary
7	ZED PERSON	TYPE OR PRINT NAME AND TITLE OF AUTHORIZE PARSON
	PAGES ATTAC	PAGES ATTACHED, IF ANY:



SECRETARY OF STATE

I, Kevin Shelley, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN - 6 2004

Secretary of State

95/35000 Form CE 107 (1994-1993)

OSP 63 80510



State of California

Kevin Shelley Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

200400510101

File # ____

ENDORSED - FILED in the office of the Secretary of State of the State of California

JAN - 1 2004

KEVIN SHELLEY Secretary of State

This Space For Filing Use Only

NAME OF LIMITED LUABILITY COMPANY DIRECTOR OF SOUTH AND THE LIMITED LABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEYERLY-KILLEA LIMITED LIABILITY COMPANY ACT. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY COPEC ONLY OME ANAGED BY COPEC ONLY OME MANAGED BY COPEC ONLY OME MANAGED BY COPEC ONLY OME MANAGED BY COPEC ONLY OME AND STATE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) MANUNCATORS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZIP CODE ASSUME OF PROCESS ASSUME 1300 ASSUME OF PROCESS ASSUME OF PROCESS AND ALIFORNIA CORPORATIONS ON BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS ASSUMED AN INDIVIDUAL RESIDENCY OF PROCESS IN CA. IF AN INDIVIDUAL CITY STATE ZIP CODE ASSUME OF CONVERTING ENTITY DIRECTOR OF BUTIFY THE PRINCIPAL TERMS OF THE FLAN OF CONVERSION WERE APPROVED BY A WOTE OF THE NUMBER OF THE NUMBER OF PROCESS IN CA. IF AN INDIVIDUAL CITY STATE THE PRINCIPAL TERMS OF THE FLAN OF CONVERSION WERE APPROVED BY A WOTE OF THE NUMBER OF THE PRINCIPAL OF THE NUMBER OF THE NUMBER OF THE PRINCIPAL OF THE NUMBER OF THE NUMBER OF THE PRINCIPAL OF THE NUMBER OF THE PRINCIPAL OF THE SITE OF THE NUMBER OF THE PRINCIPAL OF THE SITE OF THE NUMBER OF THE PRINCIPAL OF THE SITE OF THE SITE OF THE NUMBER OF THE PRINCIPAL OF THE SITE OF THE SITE OF THE NUMBER OF THE PRINCIPAL OF THE SITE OF AUTHORIZED PERSON THE ATTRICHED PROCESS OF THE SITE OF THE SITE OF AUTHORIZED PERSON THE ATTRICHED STATE OF THE SITE OF AUTHORIZED PERSON THE SITE OF THE SITE OF AUTHORIZED PERSON THE S	MITORIANI — READ ALL	MOTACO ICIAS BELOKE CO	JMI ECTITO TITO TORM	.,
DEFINITION OF SOME OF THE LIMBERTY COMPANY IS TO ENSAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY 9E ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT. THE LIMITED LUBBLITY COMPANY WILL BE MANAGED BY CHECK ONLY ONE) ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY WILL BE MANAGED BY CHECK ONLY ONE) ADDITION OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) **SAUMECUTE ON BUSINESS OF THE LIMITED LIABILITY COMPANY MEMBERN(S) TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) **SAUMECUTE ONLY OF CHIEF DECLITIVE OFFICE OTHER AND STATE **DECODE **MODIFICATION OF COMPANY OF INFORMATIONAL PURPOSES ONLY) **ANIBORIESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) **ANIBORIESS OF ROBERT OF CHIEF DECLITIVE OFFICE OTHER AND STATE AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1506. **AGENT'S NAME CT CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1506. **AGENT'S NAME CT CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1506. **AGENT'S NAME CT CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1506. **AGENT'S NAME CT CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1506. **AGENT'S NAME CT CORPORATION WHICH HAS FILED A CORPORATION OF INTERESTS OR SHARES OF EACH CLASS ENTITLED TO WOTE WAS REQUIRED, PROVIDE THE FOLLOWING: **PORM OF ENTITY **DECLARE THAT I AM THE PERSON WHO EXCIPTION THE OTHER PURSUANT OF EACH CLASS ENTITLED TO WOTE **PERCENTAGE VOTE REQUIRED **SOMATURE OP AUTHORIZED PERSON **THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.** **THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.** **THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.** **THE ATTACHED PAGES AND INTE	And the second s	The state of the s		
THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFIL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY ACT. THE LIMITED LIABILITY COMPANY WHILE IS MANAGED BY (CHECK ONLY ONE) ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY WHILE IS MANAGED BY (CHECK ONLY ONE) ALL LIMITED LIABILITY COMPANY WHILE IS MANAGED BY (CHECK ONLY ONE) ADDITION OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) SANUTACHUS and sale of concrete products MALING ADDRESS OF THE CHIEF EXECUTIVE OFFICE OTHER AND STATE 2D CODE MALING ADDRESS OF THE CHIEF EXECUTIVE OFFICE OTHER AND STATE 2D CODE AGENTS ROAME CASH PROOFBATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS FILED A GERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1866. AGENTS NAME CT CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1866. AGENTS NAME CT CORPORATION ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL. CITY STATE TIPE FRANCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER, IF ANY COPPORTION THE FRANCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SMARES OF SEACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF PAGES ATTACHED, IF ANY. THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. JAMES E. WINCHASSIER. JF. PERSON OFFICE SIGNATURE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JF. PERSON OFFICE SIGNATURE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JF. PERSON OFFICE SIGNATURE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JF. PERSON OFFICE SIGNATURE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JF. PERSON OFFICE SIGNATURE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JF. PERSON OFFICE SIGNATURE OF AUTHORIZED PERSON	. NAME OF LIMITED LIABILITY C	OMPANY		
THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY CHECK ONLY ONLE) ONE MANAGER MORE THAN ONE MANAGER VALL LIMITED LIABILITY COMPANY WILD BY CHECK ONLY ONLE) ONE MANAGER MORE THAN ONE MANAGER VALL LIMITED LIABILITY COMPANY WILD BE MANAGED BY CHECK ONLY ONLE) ASSUME OF SUSHESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) ASSUMEDLY AND STATE ZEP CODE MOD PROCESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZEP CODE MOD PROCESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZEP CODE MOD PROCESS OF THE CHIEF EXECUTIVE OFFICE ASSUMEDLY AN INDIVIDUAL RESIDING IN CALFORNIA. A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALFORNIA CORPORATIONS CODE SECTION 1805. AGENT'S NAME CIT CORPORATION SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL CITY STATE ZIP CODE ANAME OF CONVERTING ENTITY DISTRICT OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE INJURBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. TORKING FRANCIPAL THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	Quikrete of Southern California.	LLC.		
THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONLY ONE) ONE MANAGER More than one manager V ALL LIMITED LIABILITY COMPANY MEMBER(S TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) ABANDAGED and sale of concrete products MANUS ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE 2P CODE MAN PROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS AN INDIVIDUAL RESIDING IN CALIFORNIA. AN INDIVIDUAL RESIDING IN CALIFORNIA AN ORDERS OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL. CITY STATE ZIP CODE CA ACRES OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL. CITY STATE ZIP CODE CA CHECK THE ZIP CODE CA CODE CA COMPORATION WHICH HAS FILED A CERTIFICATE PURBUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1805. ACRES OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL. CITY STATE ZIP CODE CA CA CODE	THE PURPOSE OF THE LIMITE	D LIABILTY COMPANY IS TO ENG!	GE IN ANY LAWFUL ACT OR ACTIV	TTY FOR WHICH A LIMITED LIABILITY
ONE MANAGER	THE INJURY HAT BE UNGANIZE	UNIVERSE PER MANAGED BY CHEC	KONLYONE)	
TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) ABAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE ASD PISSIONOR ROSS, SUB-1300 CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS PILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1805. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL CTY STATE ZIP CODE CA 10. JURISDICTION California CO430430 THE PRINCIPAL TERMS OF THE FLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS ENTITLE DRIVING THAT FOR SURFACE YOUR ENDITIONS MAMBER OF CUITSTANDING INTERESTS OF EACH CLASS ENTITLED TO NOTE PERCENTAGE YOTE REQUIRED NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON	LIMITED LINDIGIT COMP	The state of the same of the same		
TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY) ABAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE ASD PISSIONOR ROSS, SUB-1300 CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS PILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1805. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL CTY STATE ZIP CODE CA 10. JURISDICTION California CO430430 THE PRINCIPAL TERMS OF THE FLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS ENTITLE DRIVING THAT FOR SURFACE YOUR ENDITIONS MAMBER OF CUITSTANDING INTERESTS OF EACH CLASS ENTITLED TO NOTE PERCENTAGE YOTE REQUIRED NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON ITTEL UNI PRINT NAME AND TITLE OF AUTHORIZED PERSON	ONE MANAGER	MORE THAN ONE MA	NAGER TALLLI	WITED LIABILITY COMPANY MEMBER(\$)
MANUFACTURE and sale of concrete products MANUFACTURE APPROPRIATE CHIEF EXECUTIVE OFFICE MANUFACTURE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS AN INDIVIDUAL RESIDING IN CALIFORNIA. ACORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1865. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA. IF AN INDIVIDUAL CITY STATE ZIP CODE CA NAME OF CONVERTING ENTITY DISTING OF SOUTHER FLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: MANUFACTURE OF PAGES ATTACHED, IF ANY: DISCINATURE OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. James E. Winchester - Secretary OF FICE Dennis C. Winchester - Secretary James E. Winchester - Secretary OF FICE OF FICE DENNIS C. WINCHESTER OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON JAMES E. WINCHESTER OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON				
MALING ADDRESS OF THE CHIEF EXECUTIVE OFFICE M90 Pledmont Road, Suite 1300 Attanta, GA 30006 AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS FRED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1808. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CTY STATE ZIP CODE CA MAME OF CONVERTING ENTITY DISTRIBUTION CONTROL TO BE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE INLINEER OF HIERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF DUISTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE SOT COMMON SHARES THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester - Secretary OF FICE SIGNATURE OF AUTHORIZED PERSON JETTLE UNITED TO AUTHORIZED PERSON JETTLE UNITED AUTHORIZED PERSON	, , , , , , , , , , , , , , , , , , , ,		A CHARL LOWER COSES CHELL	,
ASIGNATURE OF PAGES ATTACHED, IF ANY: NUMBER OF PAGES ATTACHED, IF ANY: NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED BY AUTHORIZED PERSON HAMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. SIGNATURE OF PAUTHORIZED PERSON THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. ASSIGNATURE OF PAUTHORIZED PERSON ANIMAL COMPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1806. AGENT'S NAME CT CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1806. AGENT'S NAME CT CORPORATION WHICH HAS FILED TO CALIFORNIA CORPORATIONS CODE SECTION 1806. ASSIGNATURE OF CONVERTING IN CALIFORNIA OF CORPORATIONS CODE SECTION 1806. AN INDIVIDUAL RESIDING IN CALIFORNIA OF PROCESS IN CA. IF AN INDIVIDUAL. CITY STATE ZIP CODE CA 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY COLUMN OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS ENTITLED TO YOTE PERCENTAGE. YOTE REQUIRED SON CORPORD SHARES THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. JAMES E. WINCHASSIER. JAMES E. WINCHASSIER. JAMES E. WINCHASSIER. TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JAMES E. WINCHASSIER. TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. OFFICE SIGNATURE OF AUTHORIZED PERSON JAMES E. WINCHASSIER. JAMES E. WINCHASSIE				
CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS PILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1865. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL. CITY STATE ZIP CODE CA NAME OF CONVERTING ENTITY DISTINITY D				•
AN INDIVIDUAL RESIDING IN CALIFORNIA. A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1866. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CTY STATE ZIP CODE CA NAME OF CONVERTING ENTITY CHARLES OF CARONIA INC. FORM OF ENTITY CORPORATION 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY CONTROL OF ENTITY CONTROL OF ENTITY CONTROL OF INTERNS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERNSTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE PERCENTAGE YOTE REQUIRED SOR CORRIDOR SHARES 514 SIGNATURE OF AUTHORIZED PERSON ITHE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. JAMES E. WINCHESSEY. JF. PRESIDENT TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON	3490 Pledmont Road, Suite 130			
A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1866. AGENT'S NAME CT Corporation System ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CITY STATE ZIP CODE CA NAME OF CONVERTING ENTITY PURITUAL OF SOUTHERN CHIROTOPIA. Inc. TOTAL PRINCIPAL TERMS OF THE PLAN OF CONVERTION CALIFORNIA OF THE PLAN OF CONVERTION THE PRINCIPAL TERMS OF THE PLAN OF CONVERTION CALIFORNIA. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NAMER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE PERCENTAGE VOTE REQUIRED SOR COMBION SHALES 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY COUNTY OF THE NUMBER OF THE PLAN OF CONVERSE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS ENTITLED TO YOTE PERCENTAGE VOTE REQUIRED SOR COMBION SHALES 15.1% THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. JAMES E. WINCHESTER, JF. PRESIDENT TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON ISSUED OF COMMINIONAL AND TITLE OF AUTHORIZED PERSON INCOMPRESSORY OF AUTHORIZED PERSON	CHECK THE APPROPRIATE PR	THE THE	NUERI FUR SERVICE OF PROCES	· .
ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CITY STATE ZIP CODE GA NAME OF CONVERTING ENTITY DISTRICT OF SOUTHWAY CASSONING INC. FORM OF ENTITY 10. JURISDICTION California CO430430 THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: HAMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE PERCENTAGE VOTE REQUIRED 587 CORRION SHALES THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. TOECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON James E. Winchester - Secretary OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OF CRIMIT INAME AND TITLE OF AUTHORIZED PERSON I SET UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON				
ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL CITY STATE ZIP CODE GA NAME OF CONVERTING ENTITY DISTRICT OF SOUTHWAY CASSONING INC. FORM OF ENTITY 10. JURISDICTION California CO430430 THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: HAMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE PERCENTAGE VOTE REQUIRED 587 CORRION SHALES THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. TOECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON James E. Winchester - Secretary OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON OFFICE Dennis C. Winchester - Secretary I SETE UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OF CRIMIT INAME AND TITLE OF AUTHORIZED PERSON I SET UNI CRIMIT INAME AND TITLE OF AUTHORIZED PERSON	A CORPORATION WHICH	HAS FILED A CERTIFICATE PUR	BUANT TO GALIFORNIA CORPORA!	NONS CODE SECTION 1565.
ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDMIDUAL CITY STATE ZIP CODE CA NAME OF CONVERTING ENTITY District of Southern California, Inc. 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY Corporation 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY CO430430 THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED 537 CORDION SHARES 51% THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. TOECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON				
NAME OF CONVERTING ENTITY Conditions of Southern Cellifornia, Inc. FORM OF ENTITY Corporation The Principal terms of the Plan of Conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required, if a vote was required, provide the following: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED 587 COMMON shares 51% NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. TOECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	AGENT'S NAME CT Corporat	ion System	· · · · · · · · · · · · · · · · · · ·	
NAME OF CONVERTING ENTITY Conditions of Southern Cellifornia, Inc. FORM OF ENTITY Corporation The Principal terms of the Plan of Conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required, if a vote was required, provide the following: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED 587 COMMON shares 51% NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. TOECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	٥		_	
NAME OF CONVERTING ENTITY Discrete of Southern California, Inc. FORM OF ENTITY 10. JURISDICTION California Coasoaso The Principal terms of the Plan of Conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote recoursed. If a vote was required, provide the pollowing: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED 587 COMMON shares 518 NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E., Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON James E., Winchester - Secretary OFFICE Dennis C. Winchester - Secretary TYPE DIFFERENCE AND LILLE OF AUTHORIZED PERSON TYPE DIFFERENCE AND LILLE OF AUTHORIZED PERSON TYPE DIFFERENCE AND LILLE OF AUTHORIZED PERSON	ADDRESS OF AGENT FOR SER	IVICE OF PROCESS IN CA. IF AN	NDIVIDUAL CITY	
PERCENTAGE OF SOUTHERN CALIFORNIA, INC. FORM OF ENTITY 10. JURISDICTION California 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY COPPORATION CASSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED, IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: MANBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE YOTE REQUIRED 587 COMMON Shares 514 NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON		•		CA
PERCENTAGE OF SOUTHERN CALIFORNIA, INC. FORM OF ENTITY 10. JURISDICTION California 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY COPPORATION CASSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED, IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: MANBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE YOTE REQUIRED 587 COMMON Shares 514 NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	A CONTRACTOR OF THE CONTRACTOR	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	the second secon	
PERCENTAGE OF SOUTHERN CALIFORNIA, INC. FORM OF ENTITY 10. JURISDICTION California 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY COPPORATION CASSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED, IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: MANBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE YOTE REQUIRED 587 COMMON Shares 514 NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	NAME OF COMPETITING FATTI	The second section is a second section of the second section of the second section sec	the same of the sa	and the second of the second o
THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE POLLOWING: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED 587 COMMON Shares 51% NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. WINCHESTER, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON JETTES LITT PRINT NAME AND TITLE OF AUTHORIZED PERSON JETTES LITT PRINT NAME AND TITLE OF AUTHORIZED PERSON ISPECIATE THAT I AM THE PERSON OF AUTHORIZED PERSON JETTES LITT PRINT NAME AND TITLE OF AUTHORIZED PERSON JETTES LITT PRINT NAME AND TITLE OF AUTHORIZED PERSON ISPECIATE PRINT NAME AND TITLE OF AUTHORIZED PERSON				
Corporation California CO430430 THE PRINCIPAL TERMS OF THE FLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE PERCENTAGE VOTE REQUIRED 587 COMMON Shares 51% NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. James E. Winchester J. F. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON ISPEC LIFE CHICKNESS AND TITLE OF AUTHORIZED PERSON		10 JURISOICTION	11. CA SECRETAL	Y OF STATE FILE NUMBER, IF ANY
THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: MUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE PERCENTAGE VOTE REQUIRED 587 COMMON Shares 51% THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. JETTES E. WINCHESSEY, JF. President TYPE OF PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON TYPE OF PRINT NAME AND TITLE OF AUTHORIZED PERSON INTEREST OF AUTHORIZED PERSON	· · · · · · · · · · · · · · · · · · ·	101 ,001,		
EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING: NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO YOTE PERCENTAGE VOTE REQUIRED 587 COMMON Shaires 518 NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. JETTICS E. WINCHESTER. Jr. President TYPE OR PRINT NAME AND THILE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary I SECRETARY OF AUTHORIZED PERSON I SPECIAL PRINTENAME AND THILE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND THILE OF AUTHORIZED PERSON I SPECIAL PRINTENAME AND THILE OF AUTHORIZED PERSON				
NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE 587 COMMON shares 518 NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. IDECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. JETTES E. WINCHOSTER, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary LEFE LIST MEMON MADIE AND TITLE OF AUTHORIZED PERSON LEFE LIST MEMON MADIE AND TITLE OF AUTHORIZED PERSON	EACH CLASS THAT SOLIALED	OR EXCEEDED THE VOTE REQUIR	ED. IF A VOTE WAS REQUIRED. P	ROVIDE THE FOLLOWING:
NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON Dennis C. Winchester. Jr. President				
NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON I STEEL BY PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON I STEEL BY PRINT NAME AND TITLE OF AUTHORIZED PERSON I STEEL BY PRINT NAME AND TITLE OF AUTHORIZED PERSON	NUMBER OF OUTSTANDING IN	TERESTS OF EACH CLASS ENTIT	FD TO VOTE	PERCENTAGE VOTE REQUIRED
NUMBER OF PAGES ATTACHED, IF ANY: THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON I STEEL BY PRINT NAME AND TITLE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON I STEEL BY PRINT NAME AND TITLE OF AUTHORIZED PERSON I STEEL BY PRINT NAME AND TITLE OF AUTHORIZED PERSON				
THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON	587 Common shares	•		51%
THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON				
THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON				
THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE. I DECLARE THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. SIGNATURE OF AUTHORIZED PERSON SIGNATURE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON LEFE LIMIT PRIMARY NAME AND TITLE OF AUTHORIZED PERSON				
SIGNATURE OF AUTHORIZED PERSON JETTICS E. WINCHESTER. Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON JETTICS C. WINCHESTER. Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON LEFTE LIFE PRINT NAME AND TITLE OF AUTHORIZED PERSON LEFTE LIFE PRINT NAME AND TITLE OF AUTHORIZED PERSON				
SIGNATURE OF AUTHORIZED PERSON JETTICS E. WINCHESTER. Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON JETTICS C. WINCHESTER. Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON LEFTE LIFE PRINT NAME AND TITLE OF AUTHORIZED PERSON LEFTE LIFE PRINT NAME AND TITLE OF AUTHORIZED PERSON				ATTO UEDENIA DE TIMO DESENSIA
SIGNATURE OF AUTHORIZED PERSON James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary I FIFE Limit PRINT NAME AND TITLE OF AUTHORIZED PERSON I FIFE Limit PRINT NAME AND TITLE OF AUTHORIZED PERSON	. NUMBER OF PAGES ATTACHE	D, IF ANY: THE A	TTACHED PAGES ARE INCORPOR	ATEU MEREIN BY THIS REPERENCE.
SIGNATURE OF AUTHORIZED PERSON James E. Winchester, Jr. President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary I FIFE Limit PRINT NAME AND TITLE OF AUTHORIZED PERSON I FIFE Limit PRINT NAME AND TITLE OF AUTHORIZED PERSON	I DECLARE THAT I AM THE PER	SON WHO EXECUTED THIS INSTI	RUMENT, WHICH EXECUTION IS MY	ACT AND DEED.
SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE UP AWAY NAME AND TITLE OF AUTHORIZED PERSON				•
SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE UP AWAY NAME AND TITLE OF AUTHORIZED PERSON	1 51111			
SIGNATURE OF AUTHORIZED PERSON TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary SIGNATURE OF AUTHORIZED PERSON TYPE UP AWAY NAME AND TITLE OF AUTHORIZED PERSON	June	W.	inmar C Winehauser to Due	sidens
SIGNATURE OF AUTHORIZED PERSON Dennis C. Winchester - Secretary I SPECIAL MINISTER AND TITLE OF AUTHORIZED PERSON	SIGNATURE OF ALTTHOUSE	DE MON	TYPE OR PRINT NAME AND TH	THE OF AUTHORIZED PERSON
SIGNATURE OF AUTHORIZED PERSON TEPE LIM PRINT NAME AND THE DE AUTHORIZED	Signal of the control		III & ON FIGHT WATE WITH IN	/AFFICE
		view /	Dennis C. Winchester - Secret	ary / Santa Na
2-(A (29EV 04/2000)	SIGNATURE OF AUTHORIZED	PERSON	THE UNITERING NUMBERNU III	ILE OF AUTHORITE THE TOTAL
A Contract Contract)	Za a tarresta de arresta de la compansión de la compansió	****		一一一一一一一一一
				(一) (1)
				/ ツンジェント/

PLAN OF CONVERSION OF QUIKRETE OF SOUTHERN CALIFORNIA, INC.

This PLAN OF CONVERSION OF QUIKRETE OF SOUTHERN CALIFORNIA, INC. (the "Plan of Conversion") is dated as of the 31st day of December, 2003.

WITNESSETH:

WHEREAS, Quikrete of Southern California, Inc. is a corporation duly organized and existing under the laws of the State of California (the "Corporation");

WHEREAS, pursuant to Section 1151 of the California Corporations Code (the "Code"), the Board of Directors of the Corporation is of the view that it is advisable and in the best interest of the Corporation and its shareholders to convert to a California limited liability company (the "Conversion");

NOW, THEREFORE, the Corporation herby adopts this Plan of Conversion pursuant to the terms set forth below and as required to be provided by Section 1152 of the Code.

The limited liability company into which the Corporation will be converted will be duly organized and existing under the laws of the State of California. The name of the California limited liability company is Quikrete of Southern California, LLC.

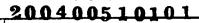
- At the Effective Time, as hereinafter defined, each issued and outstanding share of capital stock of the Corporation shall be converted into one unit of beneficial interest of Quikrete of Southern California, LLC. Upon conversion, the outstanding capital stock of the Corporation shall be canceled and be of no further force and effect and the former holders of such capital stock shall be entitled only to the rights provided for hereunder and in the Operating Agreement of Quikrete of Southern California, LLC. The former shareholders' liability for all of the obligations and liabilities of Quikrete of Southern California, LLC incurred after the conversion shall be as that of a member of Quikrete of Southern California, LLC as provided for under Section 1158 of the Code. The beneficial ownership of Quikrete of Southern California, LLC shall be wholly owned by Quikrete International, Inc.
- 3. The Conversion shall become effective upon the filing of the Limited Liability Company Articles of Organization Conversion with the California Secretary of State, in accordance with the applicable provisions of the Code (such time of filing or different date, as the case may be, is hereinafter referred to as the "Effective Time"). At and after the Effective Time, all real and personal property owned by the Corporation shall remain vested in Quikrete of Southern California, LLC and all obligations and liabilities of the Corporation shall continue as the liabilities and obligations of Quikrete of Southern California, LLC, all without further act or deed, and any action or proceeding against the Corporation may be continued as if the Conversion had not occurred. As the result of the Conversion, the Corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and such Conversion shall not be deemed to constitute a dissolution of the Corporation.
- 4. The contents of the Articles of Organization of Quikrete of Southern California, LLC

are attached hereto as Exhibit A. [THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

QUIKRETEC	or scot in	HERN CA	LIFORNIA	A, INC.
				Market and the second
net	14		≤ 1	
Name			·····	kilossa oran oran e <mark>menggal agraham</mark>
Title	**************************************		***************************************	

EXHIBIT A

ARTICLES OF ORGANIZATION





State of California Kevin Shelley Secretary of State

File #

ENDORSED - FILED in the office of the Secretary of State of the State of California

JAN - 1 2004

KEVIN SHELLEY Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

1. NAME OF LIMITED LIABILITY COMPAN	Y		
Quilgrete of Southern California, LLC.			
2. THE PURPOSE OF THE LIMITED LIABI	LTY COMPANY IS TO ENGAGE IN ANY I IR THE BEVERLY-KILLEA LIMITED LIAB	LAWFUL ACT OR ACTIVITY FO	OR WHICH A LIMITED LIABILITY
3. THE LIMITED LIABILITY COMPANY WIL	I BE MANAGED BY ICHECK ONLY ON	ETT COMPANY ACT.	
ONE MANAGER	MORE THAN ONE MANAGER	✓ ALL UMITED	LIABILITY COMPANY MEMBER(S)
4. TYPE OF BUSINESS OF THE LIMITED	LIABILTY COMPANY (FOR INFORMATIC	NAL PURPOSES ONLY)	
Manufacture and sale of concrete prod	ucts		
5. MAILING ADDRESS OF THE CHIEF EX		CITY AND STATE	ZIP CODE
3490 Piedmont Road, Suite 1300		Alfenta, GA	30305
6. CHECK THE APPROPRIATE PROVISIO	N BELOW AND NAME THE AGENT FOR	SERVICE OF PROCESS	
AN INDIVIDUAL RESIDING IN CA	LIFORNIA.	*	`
A CORPORATION WHICH HAS F	ILEO A CERTIFICATE PURSUANT TO C	ALIFORNIA CORPORATIONS	CODE SECTION 1505.
•			
AGENT'S NAME CT Corporation Sys	tern		
7. ADDRESS OF AGENT FOR SERVICE O	F PROCESS IN CA, IF AN INDIVIDUAL	СПҮ	STATE ZIP CODE
			CA
	Acres 1973 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 - 1975 -		
8. NAME OF CONVERTING ENTITY	Andrew Control of the	The second secon	
Outkrete of Southern California, Inc.			
9. FORM OF ENTITY	10. JURISDICTION	11. CA SECRETARY OF	STATE FILE NUMBER, IF ANY
Corporation	California		C0430430
12. THE PRINCIPAL TERMS OF THE PLAN	I OF CONVERSION WERE APPROVED! EEDED THE VOTE REQUIRED, IF A VO		
ENGRECOSS TON EQUALED ON EXC	ecolo inc voi c redoindo, a r vo	TE TITO TECONIED, I NOTIO	
NUMBER OF OUTSTANDING INTERES	IS OF EACH CLASS ENTITLED TO VOT	E PS	RCENTAGE VOTE REQUIRED
587 Common shares			51%
· ·			
	- 1 3 · · · · · · · · · · · · · · · · · ·		
13. NUMBER OF PAGES ATTACHED, IF AN	V. THE ATTACHED B	AGES ARE INCORPORATED I	HEREIN BY THIS REFERENCE.
		•	
14. I DECLARE THAT I AM THE PERSON W	HO EXECUTED THIS INSTRUMENT, WI	NCH EXECUTION IS MY ACT	AND DEED.
(be			1.000
Muy	_		
The commence of the control of the c		Winchester, Jr President	4150
SINNATURE CEAUTHORIZED PEGA	" of TYPE OF	R PRINT NAME AND TITLE OF	AUTHORIZED PERSON
	Dennis C	. Winchester - Secretary	OFFICE
SICNATURE SERVED PERSON	TYPEO	PRINT NAME AND TITLE OF	AUTHORIZED PHAGON
LLC LA CERVINATION			
LLC-1A (PEV 04/2003)			
			四人
			7.5
			V or siv

TRADEMARK

REEL: 003135 FRAME: 0750

QUIKRETE OF SOUTHERN CALIFORNIA, LLC Operating Declaration Effective as of January 1, 2004

This operating declaration ("Operating Declaration") of Quikrete of Southern California, LLC, (the "Company"), is made by Quikrete International, Inc., as the sole member (the "Member").

Recitals

WHEREAS, the Member is the sole member of Quikrete of Southern California, LLC, a limited liability company converted from a California corporation pursuant to the California Corporations Code § 1150-1160 (the "Code"), and existing under the Beverly-Killea Limited Liability Company Act (California Corporations Code § 17000, et seq.), as amended from time to time (the "Act");

WHEREAS, the Member desires to state this Operating Declaration, as set forth below; and

WHEREAS, this Operating Declaration is intended to constitute a written limited liability company agreement within the meaning of the Act;

NOW, THEREFORE, the Member declares as follows:

Formation.

The Company is a limited liability company formed on the date first written above by filing a Limited Liability Company Articles of Organization – Conversion, (the "Articles") pursuant to the Code and the Act. The Member shall, when required, file any amendments to or restatements of the Articles, in such public offices in the State of California or elsewhere as the Member deems advisable to give effect to the provisions of this Operating Declaration and the Articles, and to preserve the character of the Company as a limited liability company.

2. Name; Place of Business; Registered Office and Agent.

The Company shall be conducted under the name of "Quikrete of Southern California, LLC" or such other name as the Member shall hereafter, from time to time, designate. The principal office and place of business of the Company is located at 3490 Piedmont Road, Suite 1300, Atlanta, Georgia 30305. The name and address of the registered agent for service of process on the Company in the State of California is CT Corporation System. The registered office of the Company in the State of California shall be located at CT Corporation System, 818 West Seventh Street, Los Angeles, California 90017.

3 Purpose.

The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Act. The Company shall possess and may exercise all of the rights, powers and privileges granted by the Act or any other law or by this Operating Declaration, together with any powers incidental thereto, so far as such rights, powers and privileges are necessary, customary, convenient or incident to the conduct, promotion, or attainment of the business purposes or activities of the Company.

CORP/1032058.1

4. Statutory Compliance.

The Company shall exist under and be governed by, and this Operating Declaration shall be construed in accordance with, the applicable laws of the State of California. The Member shall execute and file such documents and instruments as may be necessary or appropriate with respect to the formation of, and the conduct of business by, the Company.

Title to Company Property.

All property shall be owned by the Company and, insofar as permitted by applicable law, the Member shall have no ownership interest in the property. Except as provided by law, an ownership interest in the Company shall be personal property for all purposes.

6. Management.

6.1. Authority of Member. The business and affairs of the Company shall be managed by the Member. Except as provided by applicable law, the Member shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Company, to make all decisions regarding those matters, and to perform any and all other acts or activities customary or incident to the management of the Company's business. The signature of any one or more persons designated in writing by the Member, or, absent such designation, the signature of any authorized officer of the Member, on any document or instrument purporting to bind the Company shall constitute conclusive evidence as to third parties of the authority of such person to execute such document or instrument on behalf of the Company and thereby so bind the Company.

6.2. Duties and Rights of Member.

- (a) Certain Duties. The Member shall take all actions necessary or appropriate (i) for the continuation of the Company's valid existence as a limited liability company under the laws of the State of California and of each other jurisdiction in which such existence is necessary to protect the limited liability of the Member or to enable the Company to conduct the business in which it is engaged, and (ii) for the accomplishment of the Company's purposes. The Member shall devote to the Company such time as reasonably may be necessary for the proper performance of all duties of the Member under this Operating Declaration
- (b) Certain Rights. The Member shall not be required to devote full time to the performance of its duties hereunder and may have other business interests or engage in other business activities. The Member shall not incur liability to the Company or to the Member as a result of engaging in any other business, venture, or opportunity.
- 6.3. <u>Compensation</u>. Compensation of the Member for its management duties shall be fixed from time to time by the Member, absent which the Member shall serve without compensation.

7. Ownership Units.

The units of ownership interest in the Company ("Units") may be evidenced by a numbered certificate in such form as shall be approved by the Member and shall be executed by an authorized representative of the Member. Any such certificates shall be kept in a book (the "Certificate Book") and shall be issued in consecutive order therefrom. The name of the person owning the Units, the number of Units and the date of issue shall be entered on the books and records of the Company with respect to each

2

CORP/1032058.1

certificate. Unit certificates exchanged or returned shall be canceled by the Member or its authorized agent or agents (which initially shall be the Secretary of the Member) and returned to their original place in the Certificate Book. Transfers of certificated Units shall be recorded in the Certificate Book by the transferring Unit holder in person or by power of attorney, upon surrender of the old certificate evidencing the Units to be transferred, duly assigned to the transferee, and only upon compliance with the provisions of this Operating Declaration.

8. Rights and Obligations of the Member.

- 8.1. <u>Limitation on Member's Liability</u>. The Member's liability shall be limited as set forth in this Operating Declaration, the Act, and other applicable law. The Member shall not be bound by, or be personally liable for, the expenses, liabilities, or obligations of the Company beyond the amount contributed by the Member to the capital of the Company, except to the extent provided by Section 17255 of the Act with regard to a wrongful distribution.
- 8.2. <u>Voting Rights</u>. Except as otherwise specifically set forth in this Operating Declaration, the Member shall have only the voting rights set forth in the Act.
- 8.3. Action by Member Without a Meeting. Any action required or permitted to be taken by the Member may be taken with or without a meeting, and with or without any written consents or other writings describing the action taken.

9. Capital Contributions

The Member shall contribute to the Company cash or other property as it may from time to time deem necessary or appropriate.

10. Distributions.

All distributions by the Company shall be made at the discretion of the Member.

Books and Records.

- 11.1. Availability. At all times during the existence of the Company, the Member shall keep or cause to be kept complete and accurate books and records appropriate and adequate for the Company's business. Such books and records, whether financial, operational, or otherwise and including a copy of this Operating Declaration and any amendments, shall at all times be maintained at the principal place of business of the Company. The Member or such Member's duly authorized representative, shall have the right at any time, for any purpose reasonably related to the Member's ownership interest, to inspect and copy from such books and documents during normal business hours.
- 11.2. Reports. The Member shall cause to be produced a profit and loss statement for, and a balance sheet as of the end of, each fiscal year.
- 11.3. <u>Tax Returns</u>. The Member shall prepare or cause to be prepared all tax returns which the Company is required to file, if any, and shall file with the appropriate taxing authorities all such returns in a manner required for the Company to be in compliance with any law governing the timely filing of such returns.

CORP/1032058.1

- 11.4. <u>Depositories</u>. The Member shall maintain or cause to be maintained one or more accounts for the Company in such depositories as the Member shall select. All receipts of the Company from whatever source received (but no funds not belonging to the Company) shall be deposited to such accounts, and all expenses of the Company shall be paid from such accounts. All amounts so deposited shall be received, held, and disbursed by the Member for the purposes authorized or permitted by this Operating Declaration or the Act.
- 12. Indemnification. To the fullest extent permitted by Section 17155 of the Act, the Company shall indemnify each Member and make advances for expenses to each Member arising from any loss, cost, expense, damage, claim or demand, in connection with the Member's status as a Member of the Company, the Member's participation in the management, business and affairs of the Company or such Member's activities on behalf of the Company, but only if and to the extent such participation or activities are so authorized pursuant to the terms and provisions of this Agreement. By written action of the Member evidenced by a resolution or consent of the Board of Directors of the Member, the Company may, but shall not be required to, indemnify and advance expenses to any officer, director, employee or agent of the Member or of the Company to the extent specified therein or, if not otherwise expressly specified, then to the same extent as such indemnification and advance of expenses would be permitted to be made to a Member pursuant to this Section.

13 Dissolution

13.1. Events Causing Dissolution. The Company shall be dissolved and its affairs wound up at such time as the Member determines that the Company should be dissolved, by the vote of a majority in interest of the members, or whenever dissolution is required by law. Except as stated in the immediately preceding sentence, the provisions of Section 17350 of the Act shall not apply.

13.2. Liquidation of Property and Application of Proceeds.

- (a) Winding Up. Upon the dissolution of the Company, the Member shall wind up the Company's affairs in accordance with the Act. In winding up the affairs of the Company, the Member shall be authorized to take any and all actions contemplated by the Act as permissible, including, without limitation:
 - (i) prosecuting and defending suits, whether civil, criminal or administrative;
 - (ii) settling and closing the Company's business;

liquidating and reducing to cash the property as promptly as is consistent with obtaining its fair value;

- discharging or making reasonable provision for the Company's liabilities; and
- (v) distributing the proceeds of liquidation and any undisposed property.
- (b) Distribution of Proceeds. Upon the winding up of the Company, the Member shall distribute the proceeds and undisposed property as follows:

4

CORP/1032058.1

- (i) to creditors, including the Member if the Member is a creditor (to the extent and in the order of priority provided by law), in satisfaction of liabilities of the Company, whether by payment or the making of reasonable provisions for payment thereof; and
- (ii) thereafter, to the Member.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

5

CORP/1032058.1

IN WITNESS WHEREOF, the sole Member hereby makes this Operating Declaration as of the date first above written by executing this Operating Declaration on the date set forth below its signature line.

MEMBER:

QUIKRETE NITHRNATIONAL, INC.

Executed this 1st day of January, 2004

CORP/1032058.1