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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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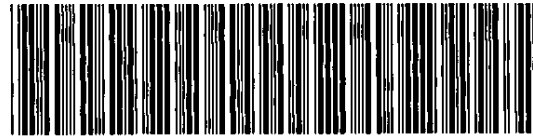
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Suite 101  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

August 1, 2008

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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08 AUG - 1 PM 4:15  
TALLAHASSEE, FLORIDA

Re: Order #: 7316798 SO  
Customer Reference 1: None Given  
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Rinker Materials of Florida, Inc. (FL)  
Conversion  
Florida

Rinker Materials of Florida, Inc. (FL)  
Obtain Document - Misc - Certified Copy of Certificate of Conversion  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to the attention of the undersigned.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



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1203 Governors Square Blvd.  
Suite 101  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
[www.ctlegalsolutions.com](http://www.ctlegalsolutions.com)

Sincerely,

Joel Rodriguez  
Fulfillment Manager  
[joel.rodriguez@wolterskluwer.com](mailto:joel.rodriguez@wolterskluwer.com)

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08 AUG - 1 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION  
OF  
RINKER MATERIALS OF FLORIDA, INC.  
(a Florida corporation)  
TO

CEMEX CONSTRUCTION MATERIALS FLORIDA, LLC  
(a Delaware limited liability company)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion is being duly executed, delivered and filed by the undersigned to convert Rinker Materials of Florida, Inc., a Florida corporation (the "*Company*"), to CEMEX Construction Materials Florida, LLC, a Delaware limited liability company, pursuant to Section 607.1113 of the Florida Statutes. 160

1. The Company has been converted into a Delaware limited liability company named "CEMEX Construction Materials Florida, LLC" (the "*LLC*") in compliance with Chapter 607 of the Florida Statutes (the "*Conversion*"), and the Conversion complies with the applicable laws governing the LLC.

2. The Plan of Conversion providing for the Conversion was adopted and approved by the consent of the Board of Directors and the sole shareholder of the Company in accordance with Chapter 607 of the Florida Statutes.

3. The effective date of the Conversion shall be the date that the Certificate of Conversion and Certificate of Formation of the LLC are filed with the Secretary of State of the State of Delaware (the "*Effective Time*").

4. The registered address of the LLC in the State of Delaware is c/o Corporate Creations Network Inc., 3411 Silverside Road, Rodney Building No. 104, Wilmington, New Castle County, Delaware 19810.

5. The LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Company, including any appraisal rights of shareholders of the Company under Sections 607.1301 - 607.1333 of the Florida Statutes, and the street and mailing address of an office which the Florida Department of State may use for purposes of Section 607.1114(4) of the Florida Statutes is: c/o Corporate Creations Network Inc., 3411 Silverside Road, Rodney Building No. 104, Wilmington, New Castle County, Delaware 19810.

6. The LLC has agreed to pay any shareholder of the Company having appraisal rights the amount to which they are entitled under Sections 607.1301 - 607.1333 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of  
Conversion this 1<sup>st</sup> day of August, 2008.

RINKER MATERIALS OF FLORIDA, INC.

By: Leslie S. White  
Name: Leslie S. White  
Title: Vice President