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COMMUNITY ASPHALT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

COMMUNITY ASPHALT CORP.

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), Community Asphalt Corp., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: The Corporation is named Community Asphalt Corp. and was originally incorporated in the State of Florida on September 22, 1980, and these Second Amended and Restated Articles of incorporation shall amend, restate, and supercede in their entirety any and all prior Articles of Incorporation, as amended, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Second Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Second Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent dated July 21, 2006 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendment by the shareholders were sufficient for approval.

ARTICLE I

NAME

The name of the corporation is Community Asphalt Corp. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 14005 NW 186th Street, Miami, FL 33018-6451.

ARTICLE III

PURPOSE

The Corporation may engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the Corporation shall consist of ten thousand (10,000) shares of Series A Voting Common Stock, par value of \$0.01 per share, and ninety thousand (90,000) shares of Series B Non-Voting Common Stock, par value of \$0.01 per share. Each issued and outstanding share of Series A Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The Series B Non-Voting Common Stock shall have no voting rights.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 4160 Ravenswood Road, Ft. Lauderdale, Florida 33319. The registered agent shall be Ignacio Malley.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have a board of directors, the number of which shall be established by the Corporation's bylaws.

ARTICLE VII

BYLAWS

The board of directors of this Corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such bylaws.

ARTICLE VIII

PREEMPTIVE RIGHTS

The Corporation elects to have shareholder preemptive rights in accordance with the terms set forth in the Stockholders' Agreement, dated July 21, 2006, by and among Obrascón Huarte Lain, S.A., José Fernández, Michael Garffer, Ignacio Halley, George Rios, John Morris and the Corporation. The principles set forth in Section 607.0630(2) of the FBCA shall not apply to such preemptive rights.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify the officers and directors to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation this 21st day of July, 2006.

COMMUNITY ASPHALT CORP.

By: 

José Fernández
President

CERTIFICATE

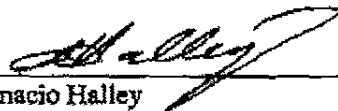
The Second Amended and Restated Articles of Incorporation were duly adopted and approved by the Board of Directors and by the shareholders of Community Asphalt Corp. (the "Corporation") in the manner and by the vote required by the FBCA. These Second Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent dated July 21, 2006 in accordance with Section 607.0704 of the FBCA, and the number of votes cast for the amendment by the shareholders were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Second Restated and Amended Articles of Incorporation this 24th day of July, 2006.

By: José Hernández
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Community Asphalt Corp. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


Ignacio Halley

Dated: July 21, 2006