

# B01000000455

CORPORATION(S) NAME

Cemex Construction Materials, L.P.

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                      | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign             | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                            | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                 | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready                | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> Call If Problem    |
| <input checked="" type="checkbox"/> Walk In             | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Mail Out                       | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC 31 PM 1:22

FILED

RECEIVED  
AM 11:2  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_ 12/31/01  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

Order#: 5011181  
 Ref#: B01-455

600004744856--2  
 -12/31/01--01047--017  
 Amount: \$ \*\*\*1785.00 \*\*\*1785.00

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

SA 12/31

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Cemex Construction Materials, L.P. (Name of limited partnership as it is in the home state)

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas (State of Formation) 4. September 30, 2001 (Date of Formation)

5. C T Corporation System (Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road (Street Address of Registered Office)

Plantation, Florida 33324 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process: C T Corporation System Jennifer J. McBurnett Assistant Secretary

Jennifer J. McBurnett (Agent must sign on this line)

8. c/o C T Corporation System, 1021 Main Street, Suite 1150, Houston, TX 77002

(Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

CEMEX, Inc., doing business in Florida as 1200 Smith Street, Suite 2400, Houston, TX 77002

Cemex Cement, Inc. (P33247) " " " " " " " " " " " "

10. 1200 Smith Street, Suite 2400, Houston, TX 77002 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 1200 Smith Street, Suite 2400, Houston, Texas 77002

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 12<sup>th</sup> day of December, 19 2001.

General Partner

Jeffrey H. Smith, Vice-President,  
Assistant Secretary of CEMEX, Inc.,  
doing business in Florida as Cemex  
Cement, Inc.

STATE OF

Texas

COUNTY OF

Harris

On this 12<sup>th</sup> day of December, 19 2001.

Jeffrey H. Smith, Vice-President, Assistant Secretary of CEMEX, Inc., doing \* personally appeared before me,  
\* business in Florida as Cemex Cement, Inc.

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Rhonda Lirette  
(Notary Public Signature)

Rhonda Lirette  
(Notary's Printed Name)

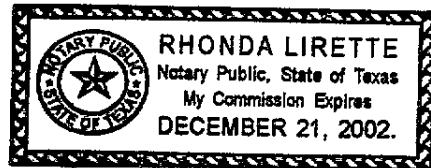
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Seal

My Commission Expires: 12/21/02



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Jeffrey H. Smith, Vice President, Assistant Secretary of CEMEX, Inc., doing business in Florida as Cemex Cement, Inc., a general partner of Cemex Construction Materials, L.P., a (an) Texas limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$268,716,521.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 20,531,817.00

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

This 12<sup>th</sup> day of December, 19 2001.

Jeffrey H. Smith  
General Partner, Jeffrey H. Smith, Vice-President, Assistant Secretary of CEMEX, Inc., doing business in Florida as Cemex Cement, Inc.

STATE OF Texas  
COUNTY OF Harris

On this 12<sup>th</sup> day of December, 19 2001.

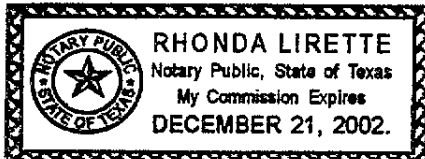
Jeffrey H. Smith, Vice-President, Assistant Secretary of CEMEX, Inc., \*personally appeared before me, \*doing business in Florida as Cemex Cement, Inc.,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rhonda Lirette  
(Notary Public Signature)

Rhonda Lirette  
(Notary's Printed Name)



Seal My Commission Expires:  
12/21/02