

F02000005902

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MERGER OR SHARE EXCHANGE

Votorantim Cimentos North America Inc.

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February 7, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VOTORANTIM CIMENTOS NORTH AMERICA, INC.

100 WEST BAY STREET

SUITE 700

JACKSONVILLE, FL 32202

SUBJECT: VOTORANTIM CIMENTOS NORTH AMERICA, INC.

REF: F02000005902

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Irene Albritton
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**ARTICLES OF MERGER
OF
S & W MATERIALS, INC.
WITH AND INTO
VOTORANTIM CIMENTOS NORTH AMERICA, INC.**

Pursuant to the provisions of Section 607.1101 et seq. of the Florida Statutes, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

S & W MATERIALS, INC. 100 West Bay Street, 6th Floor Jacksonville FL 32202 Florida Doc No. P97000096390	Florida	Corporat on
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VOTORANTIM CIMENTOS NORTH AMERICA, INC. 100 West Bay Street, 6th Floor Jacksonville FL 32202	Delaware	Corporat on
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SECOND: The name, street address, jurisdiction and entity type of the surviving entity is:

VOTORANTIM CIMENTOS NORTH AMERICA, INC. 100 West Bay Street, 6th Floor Jacksonville FL 32202	Delaware	Corporat on
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THIRD: The Plan of Merger is attached.

FOURTH: Adoption of the Merger by the Surviving Corporation: The Plan of Merger was adopted by the sole shareholder of the corporation on October 18, 2006.

FIFTH: Adoption of the Merger by the Merging Corporation: The Plan of Merger was adopted by the board of directors on October 18, 2006 and shareholder approval was not required.

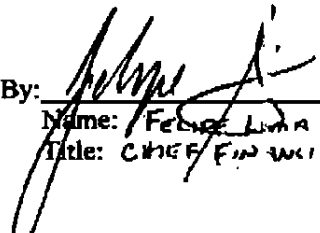
SIXTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

* * *

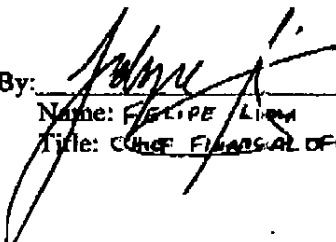
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective officers as of October 18, 2006.

S & W MATERIALS, INC.

By: Votorantim Cimentos North
America, Inc., its sole shareholder

By: 
Name: Felipe Lima
Title: CHIEF FINANCIAL OFFICER

VOTORANTIM CIMENTOS NORTH
AMERICA, INC.

By: 
Name: Felipe Lima
Title: CHIEF FINANCIAL OFFICER

**PLAN OF MERGER
OF
S & W MATERIALS, INC.
AND
VOTORANTIM CIMENTOS NORTH AMERICA, INC.**

This Plan of Merger (this "Plan of Merger") is made by and between S & W MATERIALS, INC., a Florida corporation ("S&W"), and VOTORANTIM CIMENTOS NORTH AMERICA, INC., a Delaware corporation ("VCNA" or the "Surviving Corporation").

RECITALS

WHEREAS, VCNA owns all of the outstanding shares of common stock of S&W and pursuant to this Plan of Merger, S&W shall be merged with and into VCNA (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of S&W shall be cancelled. Each of the parties hereto wishes to set forth in this Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other terms and conditions as may be required or desired and permitted. The Board of Directors of S&W and VCNA deem the Merger desirable and in the best interests of its shareholders and each Director has, by unanimous consent in writing, adopted and approved the Merger.

AGREEMENT

In consideration of the mutual covenants set forth in this Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 7), in accordance with the provisions of the Florida Business Corporation Act and pursuant to the terms of this Plan of Merger, S&W shall be merged with and into VCNA, which shall be the Surviving Corporation and the separate existence of S&W shall cease. VCNA, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of S&W. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of S&W shall be vested in the Surviving Corporation without further act. All obligations due to S&W shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of S&W existing as of the Effective Date.

2. The Certificate of Incorporation of Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law.

3. The Bylaws of Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation, which may be amended

from time to time after the Effective Date as provided by the Certificate of Incorporation or said bylaws.

4. From and after the Effective Date, the Board of Directors of Surviving Corporation immediately prior to the Effective Date shall be the Board of Directors of the Surviving Corporation.

5. From and after the Effective Date, the officers of VCVA immediately prior to the Effective Date shall be the officers of the Surviving Corporation in the same capacities they respectively held immediately prior to the Effective Date.

6. On the Effective Date, by virtue of the Merger and without any further act, each issued and outstanding share of S&W prior to the Effective Date shall be cancelled.

7. The Merger shall become effective on the day that the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date"). For accounting purposes the Merger shall be considered to have become effective on October 18, 2006.

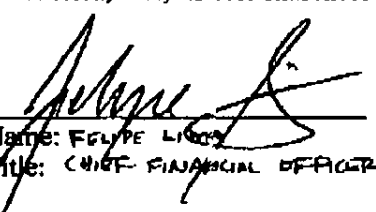
9. The proper officers of S&W and the Surviving Corporation, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

* * *

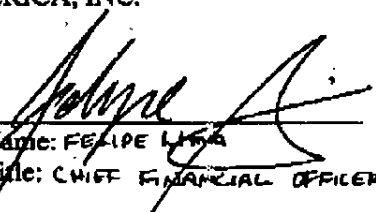
IN WITNESS WHEREOF, S&W and VCNA have caused this Plan of Merger to be signed in their corporate names by their respective authorized officers as of October 18, 2006.

S & W MATERIALS, INC.

By: Votorantim Cimentos North
America, Inc., its sole shareholder

By: 
Name: FELIPE LIMA
Title: CHIEF FINANCIAL OFFICER

VOTORANTIM CIMENTOS NORTH
AMERICA, INC.

By: 
Name: FELIPE LIMA
Title: CHIEF FINANCIAL OFFICER