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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

RMC USA, INC.

Certificate of Status	0
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J. BRYAN JUL 14 2005

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RMC USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 58-1983079

(FEI number, if applicable)

4. 09-18-1979

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 840 Gessner, Suite 1400, Houston, TX 77024

(Principal office address)

P.O. Box 1500, Houston, TX 77251-1500

(Current mailing address)

8. Any lawful activity permitted by statutes

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)Name: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Carla Lohi

Carla Lohi

Asst. Vice President

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jesus Gonzalez

Address: 840 Gessner, Suite 1400

Houston, TX 77024

Director: Leslie White

Address: 840 Gessner, Suite 1400

Houston, TX 77024

B. OFFICERS

President: Gilberto Perez

Address: 840 Gessner, Suite 1400

Houston, TX 77024

Vice President: Jose Cadena

Address: 840 Gessner, Suite 1400

Houston, TX 77024

Secretary: Leslie White

Address: 840 Gessner, Suite 1400, Houston, TX 77024

Treasurer: Thomas J. Edgeller

Address: 840 Gessner, Suite 1400, Houston, TX 77024

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Leslie White
(Signature of Director or Officer listed in number 12 of the application)

14. Leslie White, Director and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

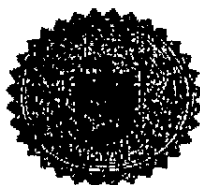
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RMC USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RMC USA, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 1979.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3966682

DATE: 06-21-05

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