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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

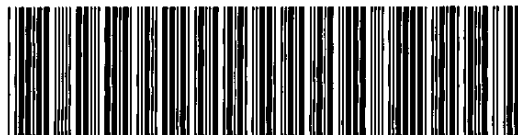
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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10/29/07--01002--002 **70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**GLAZIER &
GLAZIER, P.A.**
ATTORNEYS AT LAW

SCOTT L. GLAZIER
CYNTHIA B. GLAZIER
J. COREY SILVERMAN
KATHRYN A. WILTSE*
*OF COUNSEL

October 25, 2007

VIA UPS OVERNIGHT

Ms. Ruby Dunlap
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32314

Re: Votorantim Cimentos North America, Inc.

Dear Ms. Dunlap:

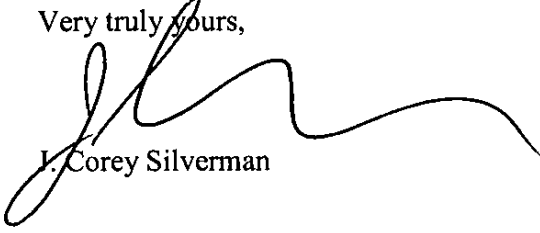
Per our telephone conversation on October 25, 2007, please find enclosed the following two (2) documents for filing with the Florida Department of State relating to the above-referenced corporation:

- (1) Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida (the "**Withdrawal Application**"); and
- (2) Application by Foreign Corporation for Authorization to Transact Business in Florida (the "**Authorization Application**").

Please file the Withdrawal Application first with the Amendment Section of the Division of Corporations; then please file the Authorization Application with the New Filing Section of the Division of Corporations. We have also enclosed two (2) separate checks: (1) one in the amount of \$35.00 for the filing of the Withdrawal Application; and (2) one in the amount of \$70.00 for the filing of the Authorization Application.

If you have any questions, please feel free to contact me at (904) 977-1033. Thank you for your assistance.

Very truly yours,


J. Corey Silverman

JCS/pp
Encl.

S:\Documents\Scott\VCNA\Div of Corp ltr - withdrawal.doc

**8825 Perimeter Park Boulevard, Suite 504
Jacksonville, Florida 32216
Phone (904) 997-1033 • Facsimile (904) 997-1733**

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Votorantim Cimentos North America, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Scott L. Glazier, Esquire

(Name of Person)

Glazier & Glazier, P.A.

(Firm/Company)

8825 Perimeter Park Blvd., Suite 504

(Address)

Jacksonville, Florida 32216

(City/State and Zip code)

For further information concerning this matter, please call:

Daniel Fritz

(Name of Person)

at (904) 361-7711

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

**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. Votorantim Cimentos North America, 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. 20-0428106

(FEI number, if applicable)

4. November 26, 2003

(Date of incorporation)

5. Perpetual

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

6. February 7, 2007

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

7. 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

(Principal office address)

100 West Bay Street, Suite 700, Jacksonville, Florida 32202

(Current mailing address)

8. Any lawful business

(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: Glazier & Glazier, P.A.

Office Address: 8825 Perimeter Park Blvd., Suite 504

Jacksonville

(City)

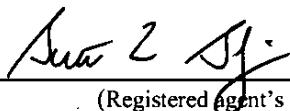
, Florida 32216

(Zip code)

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TALLAHASSEE, FLORIDA

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.



(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:

A. DIRECTORS

Chairman: Erik Madsen

Address: 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

Vice Chairman: NA

Address: _____

Director: Daniel Fritz

Address: 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

Director: Felipe Lima

Address: 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

B. OFFICERS

President: Erik Madsen

Address: 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

Vice President: Daniel Fritz

Address: 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

Secretary: Jolanta Malicki

Address: 100 West Bay Street, Suite 700, Jacksonville, Florida 32202

Treasurer: Please see addendum for additional.

Address: _____

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

13. Daniel R. Fritz
(Signature of Director or Officer listed in number 12 of the application)

14. Daniel R. Fritz, Chief Operating Officer
(Typed or printed name and capacity of person signing application)

**Addendum to
Application By Foreign Corporation for
Authorization to Transact Business in Florida**

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

(continued)

B. OFFICERS

Chief Operating Officer: Daniel Fritz
Address: 100 W. Bay Street, Suite 700
Jacksonville, Florida 32202

Chief Financial Officer: Felipe Lima
Address: 100 W. Bay Street, Suite 700
Jacksonville, Florida 32202

Assistant Secretary: Herold Deason
Address: 100 W. Bay Street, Suite 700
Jacksonville, Florida 32202

Delaware

PAGE 1

The First State

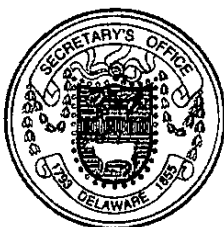
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VOTORANTIM CIMENTOS NORTH AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VOTORANTIM CIMENTOS NORTH AMERICA, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2003.

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

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

FILED
07 OCT 26 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5993865

DATE: 09-12-07