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PROFESSIONAL  
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 207424 4728359

AUTHORIZATION :

*Patricia Papp*

COST LIMIT : \$ 285.00

ORDER DATE : December 31, 1996

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ORDER TIME : 4:51 PM

ORDER NO. : 207424-005

CUSTOMER NO: 4728359

CUSTOMER: Ms. Donna M. Slavik  
BUSH ROSS GARDNER WARREN &  
RUDY  
220 South Franklin Street

Tampa, FL 33602

FILED  
96 DEC 31 PM 3 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ALLIANCE MATERIALS COMPANY,  
L.C.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

*KR*  
1-2-97

RECEIVED  
6 DEC 31 AM 5:17  
SIGN OF CORPORATION

**ARTICLES OF ORGANIZATION  
OF  
ALLIANCE MATERIALS COMPANY, L.C.**

**FILED**  
**96 DEC 31 PM 3:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as a member of the captioned limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

**ARTICLE I**

**Name**

The name of the limited liability company is **ALLIANCE MATERIALS COMPANY, L.C.** (hereinafter, the "Company").

**ARTICLE II**

**Period of Duration**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Regulations.

**ARTICLE III**

**Address of Principal Office**

The Company's mailing address and the street address of its principal office shall be 13228 Central Avenue, Tampa, Florida, 33612.

**ARTICLE IV**

**Name and Street Address of Initial Registered Agent**

The Company's initial registered agent shall be **Neal A. Sivyver**, whose address is 220 South Franklin Street, Tampa, Florida, 33602.

**ARTICLE V**

**Additional Members**

The members are authorized to admit additional members to the Company in the manner set forth in the Company's Regulations.

**ARTICLE VI**

**Continuation of the Company**

The Company shall automatically dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the holders of a majority of the Units (as that term is defined in the Company's Regulations) of the Company determine to continue the business of the Company.

**ARTICLE VII**

**Management of the Company**

The management of the Company shall be reserved to its members. The managing members of the Company are:

**Southdown, Inc. d/b/a  
Florida Mining & Materials Concrete Corp.  
13228 Central Avenue  
Tampa, Florida, 33612.**

**Omnivest Resources, Inc.  
680 Atchison Way, Suite 800  
Castle Rock, Colorado 80104**

**ARTICLE VIII**

**Regulations**

The power to adopt, alter, amend or repeal the Company's Regulations shall be vested in its members, to the extent and in the manner described therein.

**ARTICLE IX**

**Indemnification**

The Company shall indemnify any managing member, manager, officer, employee or agent of the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns in the manner and to the extent contemplated by §608.4363, Florida Statutes, or any successor thereto.

In witness whereof, the undersigned member has executed these Articles of Organization on December 22, 1996.

**ALLIANCE MATERIALS COMPANY, L.C.**

**BY: SOUTHDOWN, INC. d/b/a  
FLORIDA MINING & MATERIALS  
CONCRETE CORP., MEMBER**

By:   
T. Michael Kaney, Senior Vice President

0111338.03

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, Alliance Materials Company, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Neal A. Sivyer as its Registered Agent for the purpose of accepting service of process within such State, and designates the business address of its Registered Agent, 220 South Franklin Street, Tampa, Florida, 33602, as its Registered Office.

**ALLIANCE MATERIALS COMPANY, L.C.**

**BY: SOUTHDOWN, INC. d/b/a FLORIDA  
MINING & MATERIALS CONCRETE  
CORP., MEMBER**

By:   
T. Michael Kaney, Senior Vice President

**ACKNOWLEDGMENT**

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.407, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.

  
Neal A. Sivyer

0111338.03

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION**

The undersigned member of Alliance Materials Company, L.C., in accordance with the provisions of *Fla. Stat.* §608.407(2), declares that:

1. Alliance Materials Company, L.C., an entity intending to qualify as a Florida limited liability company (the "Company"), presently has at least two members.
2. The members of the Company have made capital contributions to the Company of cash, property and/or services having a fair market value of \$10. and do not anticipate effecting further contributions at this time.

ALLIANCE MATERIALS COMPANY, L.C.

BY: SOUTHDOWN, INC. d/b/a FLORIDA  
MINING & MATERIALS CONCRETE  
CORP., MEMBER

By:   
T. Michael Kaney, Senior Vice President

(In accordance with section 608.406(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA