



199000002062

ACCOUNT NO. : 072100000032

REFERENCE : 066552 4336641

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 25.00

ORDER DATE : March 5, 2001

ORDER TIME : 10:43 AM

ORDER NO. : 066552-035

CUSTOMER NO: 4336641

300003892523--0

CUSTOMER: Shellie Bonin, Legal Assistant  
Bracewell & Patterson  
South Tower Pennzoil Place  
711 Louisiana Street, Ste 2900  
Houston, TX 77002

FOREIGN FILINGS

NAME: SOUTHDOWN SMI HOLDINGS LLC

*1999-2062*

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: \_\_\_\_\_

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR 22 AM 11:32  
NOT INTENDED  
TO ACKNOWLEDGE  
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01 MAR 22 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*42 3/22*

*4p*



February 23, 2001

Ladies and Gentlemen:

Cemex USA Inc., a Delaware corporation and direct or indirect parent corporation, as the case may be, of Cemex USA Cement, Inc., a Delaware corporation, and Cemex USA Management, Inc., a Delaware corporation, among others, hereby consents to Southdown's use of the name "Cemex" in connection with any public filings that it may make in the states of Arizona, California, Florida, Pennsylvania, Tennessee and Texas.

Very truly yours,

CEMEX USA INC.

A handwritten signature in black ink, appearing to be "Gilberto Perez", written over a horizontal line.

By: \_\_\_\_\_  
Name: GILBERTO PEREZ  
Title: PRESIDENT

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TALLAHASSEE FLORIDA

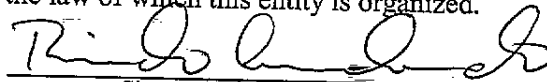
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: Southdown SMI Holdings LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: December 23, 1999

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? March 6, 2001
5. New name of the limited liability company: CEMEX SMI Holdings LLC
6. If the amendment changes the period of duration, indicate new period of duration: \_\_\_\_\_
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: \_\_\_\_\_
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: \_\_\_\_\_
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized  
representative of a member

Ricardo Arredondo, Vice President

Typed or printed name of signee

Filing Fee: \$25.00

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CLERK OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SOUTHDOWN SMI HOLDINGS LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CEMEX SMI HOLDINGS LLC", THE SIXTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.

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01 MAR 22 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1036298

010139623

DATE: 03-21-01