

P00000051550

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BASIC AMENDMENT

CEPEX USA, INC.

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Amendment

2/3/04

DC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 3, 2004

CEPEX USA, INC.
8003 WESTSIDE INDUSTRIAL DRIVE
JACKSONVILLE, FL 32219

SUBJECT: CEPEX USA, INC.
REF: P00000051550

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Teresa Brown
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H04000023445

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CEPEX USA, INC.**

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1. The name of the corporation is Cepex USA, Inc. (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation

hereby amended to add a new Article XII to read as follows:

**"ARTICLE XII
Preemptive Rights**

The holders of the common capital stock of this Corporation shall have preemptive rights to purchase, at such prices, terms and conditions as may be fixed by the Board of Directors of the Corporation from time to time, such additional shares of the common capital stock of the Corporation as may be approved for issue from time to time by the Board of Directors, whether for cash, property, or such other and further consideration as may be fixed by the Board of Directors. The preemptive rights of any shareholder shall be determined by the ratio of the issued and outstanding shares of the Corporation's common capital stock held by a shareholder immediately prior to the proposed issue and the total number of issued and outstanding shares of common capital stock of the Corporation which may be issued and outstanding immediately prior to the proposed issue."

3. The foregoing amendment was unanimously adopted by all of the shareholders of the Corporation pursuant to Section 607.1003(6) of the Florida Business Corporation Act. The holders of the common shares of the Corporation, the only class of shares of the Corporation, constitute the only voting group entitled to vote on the amendment.

4. The foregoing amendment shall become effective upon filing with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the undersigned officer of the aforesaid Corporation has
executed these Articles of Amendment this 25 day of November, 2003.

By



Print: Mr. Andre Cote

His: President

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