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ACCOUNT NO. : 072100000032

REFERENCE : 122111 4336650

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 78.75

ORDER DATE : April 19, 2001

ORDER TIME : 10:06 AM

ORDER NO. : 122111-005

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq
Baker & McKenzie

19th Floor
1200 Brickell Avenue
Miami, FL 33131

FILED
01 APR 20 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100004036361--5

DOMESTIC FILING

NAME: HOLCIM COMMERCE AMERICAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
01 APR 20 PM 1:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 4/20/01

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01 APR 20 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOLCIM COMMERCE AMERICAS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOLCIM COMMERCE AMERICAS, INC.

The address of the principal office of this corporation shall be P.O. Box 526523, Miami, Florida 33152-6523, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Marc Krummacher
Dir.

P.O. Box 526523
Miami, Florida 33152-6523

Alois Zwinggi
Dir.

P.O. Box 526523
Miami, Florida 33152-6523

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

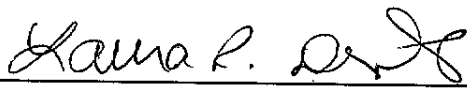
Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on April 20, 2001.


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

scm