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FLORIDA PROFIT CORPORATION OR P.A.

CP Cimento, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CP CIMENTO, INC.
A Florida corporation**

**ARTICLE I
NAME**

The name of this corporation is CP CIMENTO, INC. (the "Corporation") and its mailing address is 9120-D S.W. 19th Court, Ft. Lauderdale, FL 33324.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- (i) To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- (ii) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- (iii) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which this Corporation's existence shall begin is the date on which these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of stock this Corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock").

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1200 S. Pines Island Road, Plantation, Florida 33324, and the name of the initial registered agent of this Corporation at that address is CT Corporation.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The address of the initial director of this Corporation is 9120-D S.W. 19th Court, Ft. Lauderdale, FL 33324. The name of the director at that address is Carlos Ribeiro.

**ARTICLE VII
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation or the Bylaws of the Corporation shall be vested in the shareholders of this Corporation.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. This indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which

any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Alberto Ribeiro
Praia de Botafogo, 300
10 andar
Rio de Janeiro RJ
CEP 22259-900, Brasil

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20 day of November 2003.

By: *Matthew J. Plaut*

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

WITNESSETH

That CP CIMENTO, INC., desiring to organize under the laws of the State of Florida, has named
CT Corporation as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties,
and I accept the duties and obligations of Section 607.0505 of the Florida Statutes.

November 21, 2003

CT Corporation

PETER F. SOUZA
ASSISTANT SECRETARY

By: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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