

P33247



ACCOUNT NO. : 072100000032  
REFERENCE : 068120 4336641  
AUTHORIZATION : Patricia Pizuto  
COST LIMIT : \$ 35.00

FILED  
2001 JUN 21 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 6, 2001

ORDER TIME : 12:03 PM

ORDER NO. : 068120-005

CUSTOMER NO: 4336641

200003829022-5

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

FOREIGN FILINGS

NAME: SOUTHDOWN, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight -- EXT# 1156

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

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DIVISION OF CORPORATIONS  
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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

N.C.  
G. COULLETTE JUN 21 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 9, 2001

CSC  
ATTN: SUSIE  
TALLAHASSEE, FL

SUBJECT: SOUTHDOWN, INC.  
Ref. Number: P33247

We have received your document for SOUTHDOWN, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 801A00014656

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DIVISION OF CORPORATIONS

2001 JUN 21 PM 12:12

NOT RECORDED  
UNTIL ACKNOWLEDGE  
SUFFICIENTLY OF FILE

RESUBMIT





**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
CEMEX, INC.**

The undersigned, being all of the directors of CEMEX, Inc., a Louisiana corporation (the "Company"), and being entitled to vote upon the resolutions attached hereto as Annex A (the "Resolutions") as if the same had been submitted at a formal meeting of the Board of Directors of the Company duly called and held for the purpose of acting upon the Resolutions, do hereby consent, in accordance with Section 81(C)(9) of the Business Corporation Law of the State of Louisiana, that the Resolutions are deemed to be adopted to the same extent and to have the same force and effect as if adopted by unanimous vote at a formal meeting of the Board of Directors of the Company duly called and held for the purpose of acting upon proposals to adopt the Resolutions.

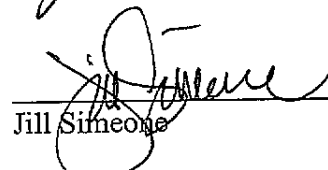
IN WITNESS WHEREOF, the undersigned have duly executed this Unanimous Written Consent (in counterparts and with facsimile signatures, where necessary) to be effective as of the 19<sup>th</sup> day of June 2001.

  
\_\_\_\_\_  
Francisco Garza

  
\_\_\_\_\_  
Gilberto Perez

  
\_\_\_\_\_  
Andrew M. Miller

  
\_\_\_\_\_  
Jeff Smith

  
\_\_\_\_\_  
Jill Simeone

Being all of the directors of CEMEX, Inc., a Louisiana corporation

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
CEMEX, INC.**

**Adoption of the Name CEMEX Cement, Inc. for Use in Florida**

WHEREAS, as a result of the transactions completed at the end of the fiscal year 2000, the Board of Directors of Southdown, Inc., a Louisiana corporation (the "Corporation") deemed it to be in the best interest of the Corporation to change the name of the Corporation to CEMEX, Inc.; and

WHEREAS, the Corporation was qualified to do business in the State of Florida; and

WHEREAS, the name CEMEX, Inc. is unavailable to the Corporation for use as its name in the State of Florida;

NOW, THEREFORE, IT IS HEREBY--

RESOLVED, that the Corporation hereby adopts the name CEMEX Cement, Inc. for use as its name in the State of Florida; and further

RESOLVED, that the officers of the Corporation are hereby authorized to file, or cause to be filed, these resolutions and any and all other filings or certifications with the Secretary of State or with any other governmental authority of or agency within the State of Florida in order to reflect the change of the Corporation's name to CEMEX Cement, Inc. within the State of Florida; and further

**General**


RESOLVED, that each of the officers of the Corporation be, and hereby is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and deliver any and all certificates, agreements, amendments, instruments, reports, schedules, statements, consents, documents and information (including any certificates or filings with applicable governmental authorities and any and all amendments to Bylaws or other governance documents to reflect the name change) and to incur all such fees and expenses as in such officer's judgment shall be necessary, appropriate or advisable with respect to the transactions contemplated by the foregoing resolutions, and to take all other actions that such officer deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated by the foregoing resolutions to be lawfully consummated, the taking of any such actions and the execution of any such agreements or other documents conclusively to evidence the due authorization thereof by the Corporation; and further

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RESOLVED, that all lawful actions previously taken by any officer, director, representative or agent of the Corporation, by or on behalf of the Corporation or any of its affiliates in connection with the acts, transactions and agreements contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and further

RESOLVED, that the Secretary or the Assistant Secretary of the Corporation be, and each of them hereby is, authorized and empowered to certify as to all matters pertaining to the acts, transactions or agreements contemplated in the foregoing resolutions.

UNITED STATES OF AMERICA

State of  Louisiana

**Box McKeithen**

SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*

REALTY OPERATORS, INC.

A LOUISIANA corporation domiciled at NEW ORLEANS,

Filed charter and qualified to do business in this State on  
April 07, 1930,

I further certify the records of this Office indicate the  
name was changed to SOUTHDOWN SUGARS INC. on February 26,  
1948.

I further certify the records of this Office indicate the  
name was changed to SOUTHDOWN, INC. on May 14, 1959.

I further certify the records of this Office indicate the  
name was changed to CEMEX, INC. on February 28, 2001.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,*

March 7, 2001

*Box McKeithen*

BRI 13000400D

*Secretary of State*

