

P33247

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000123711 3)))



H070001237113ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
 Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM  
 Account Number : FCA000000023  
 Phone : (850) 222-1092  
 Fax Number : (850) 878-5926

FILED  
07 MAY -4, PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

CEMEX CEMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

RECEIVED  
07 MAY -4 AM 8:00  
DIVISION OF CORPORATIONS

dropping DBA name  
5-4-07 CM

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

07 MAY -4 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CEMEX, INC.**

**RESOLUTIONS OF THE BOARD OF DIRECTORS**

- WHEREAS, Southdown, Inc. was qualified to do business in Florida on March 1998;
- WHEREAS, Southdown, Inc. changed its name to CEMEX, Inc. (the "Company") on February 28, 2001;
- WHEREAS, the Company filed an Application for Amendment to the Florida Certificate of Authority of Southdown, Inc. on June 21, 2001 (the "Application");
- WHEREAS, the name Cemex, Inc. was not available for use in Florida at the time the Application was filed;
- WHEREAS, the Company amended the name of the Company to be used in Florida to Cemex, Inc. d/b/a Cemex Cement, Inc.;
- WHEREAS, the name CEMEX, Inc. is now available for use in Florida;
- IT IS HEREBY RESOLVED, that the Company is authorized to delete the assumed name Cemex Cement, Inc. from the Florida authorization to do business; and
- RESOLVED, that the Company shall do business in Florida under its true name, CEMEX, Inc.

**CEMEX, INC.**

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

Pursuant to Section 12:81(C)(9) of the Business Corporation Law of the State of Louisiana, the undersigned, being all the members of the Board of Directors of CEMEX, Inc., a Louisiana corporation, in lieu of a special meeting of the Board of Directors the call and notice of which are hereby expressly waived, do hereby consent to the adoption of and adopt the resolutions attached hereto as *Annex A*.

This consent may be executed in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one instrument. A copy of this consent, signed and delivered by facsimile or electronic transmission, shall be considered an original, executed consent.

IN WITNESS WHEREOF, the undersigned have executed this consent effective as of April 9, 2007.

**DIRECTORS:**

  
\_\_\_\_\_  
Gilberto Pérez

  
\_\_\_\_\_  
Jesús González

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

  
\_\_\_\_\_  
Leslie S. White