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Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

S & W MATERIALS, INC.

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TALLAHASSEE, FLORIDA

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Amended + Restated
6/7/04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 7, 2004

S & W MATERIALS, INC.
PO BOX 77088
JACKSONVILLE, FL 32226US

SUBJECT: S & W MATERIALS, INC.
REF: P97000096390

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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Michelle Milligan
Document Specialist

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CORPORATION SVC CO

NO. 167 P. 3
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ARTICLES OF RESTATEMENT
OF
S & W MATERIALS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the S & W MATERIALS, INC. hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is S & W MATERIALS, INC.
2. The Articles of Incorporation of the Corporation were amended on March 7, 2001.
3. The text of the Amended and Restated Articles of Incorporation of the Corporation, as further amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The annexed amendments and restatement (Amended and Restated Articles of Incorporation) amends and restates in its entirety the Articles of Incorporation of the Corporation requiring shareholder approval.
2. The date of adoption of the aforesaid amendment is the date hereof.
3. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
4. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on June 9, 2004.

By: 
Name: Antonio Carlos Pizarro Barreto
Title: Vice President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**S & W MATERIALS, INC.
(a Florida corporation)**

These Amended and Restated Articles of Incorporation of S & W MATERIALS, INC., a Florida corporation (the "Corporation"), amend and restate the original articles of incorporation of the Corporation filed with the Secretary of State of the State of Florida on November 12, 1997, and amended on March 7, 2001, and have been duly adopted in accordance with Section 607.1003 of the Florida Business Corporation Act.

**ARTICLE 1
NAME**

The name of the Corporation is S & W MATERIALS, INC.

**ARTICLE 2
PURPOSE**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incidental to carrying out properly the purposes herein mentioned.
- c. 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 3
CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares of common stock, par value \$1.00 per share.

**ARTICLE 4
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida

ARTICLE 5 PREEMPTIVE RIGHTS

No stockholder shall have the preemptive right to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation, whether authorized now or later.

ARTICLE 6 PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 320 Dundas Drive, Suite 1, Jacksonville, Florida 32218.

ARTICLE 7 REGISTERED AGENT

The address of the Corporation's registered office in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at said address is Corporation Service Company.

ARTICLE 8 AMENDMENT

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors or the stockholders of this Corporation.

ARTICLE 9 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. Said 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

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**ARTICLE 10
EFFECTIVENESS**

Upon the filing of these Amended and Restated Articles of Incorporation with Secretary of State of the State of Florida, these Amended and Restated Articles of Incorporation shall become effective and the Articles of Incorporation of S & W MATERIALS, INC. shall be deemed to be amended and restated accordingly.

Dated this 4 day of June, 2004.

By: 

Name: Antonio Carlos Pizarro Barreto

Title: Vice President

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CORPORATION SVC CO

NO. 167 P. 7
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**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

WITNESSETH

S & W MATERIALS, INC.

That: desiring to organize under the laws of the State of Florida, has
named Corporation Service Company 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, Florida Statutes.

Dated this 4th day of June, 2004.


Jeanine Reynolds
as its agent
Registered Agent

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