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FILED  
04 DEC 30 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amen  
12/16/05

**SHUTTS  
&  
BOWEN  
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

December 28, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Amendment Section

**RE: Florida Gold Coast Properties, Inc.**

Dear Sir or Madam:

Enclosed please find our Certificate of Amendment for the above-referenced entity along with our check in the amount of \$35.00 which represents your filing fee. Please file the enclosed Amendment at your earliest convenience.

Thank you for your anticipated cooperation.

Very truly yours,

SHUTTS & BOWEN LLP



Marie Jorczak, Assistant to  
Harold E. Patricoff

HEP/mj  
Enclosure

MIADOCS 753265 1

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
FLORIDA GOLD COAST PROPERTIES, INC.**

FILED  
04 DEC 30 PM 12:11  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Florida Gold Coast Properties, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article I thereof so that, as amended, said Article shall be and read as follows:

Article I: The name of this Corporation is FLORIDA GOLD COAST CEMENT, INC., and its address is c/o Harold E. Patricoff, Shutts & Bowen LLP, 201 S. Biscayne Boulevard, Miami, Florida, 33131."

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article VI thereof so that, as amended, said Article shall be and read as follows:

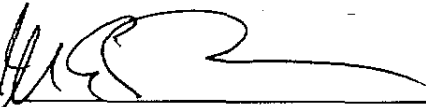
SIXTH: The individuals whose names are set forth below be, and they hereby are, elected to the Board of Directors, such individuals to serve on the Board of Directors until their successors are elected and have qualified, or until their successors are elected and have qualified, or until their earlier death, resignation or removal:

Harold E. Patricoff	-	Director
Raul Paredes	-	Director

SECOND: The stockholders of the Corporation have given unanimous written consent to said amendments. The number of votes cast for the amendments by the shareholders were sufficient for approval.

IN WITNESS WHEREOF, said Florida Gold Coast Properties, Inc. has caused this certificate to be signed by Harold E. Patricoff, its Assistant Secretary, this 22nd day of December, 2004.

FLORIDA GOLD COAST PROPERTIES, INC.,

By   
Name: Harold E. Patricoff  
Title: Secretary

MIADOCS 752286 1

**WRITTEN CONSENT OF THE SHAREHOLDERS  
AND BOARD OF DIRECTORS OF  
FLORIDA GOLD COAST PROPERTIES, INC.**

The undersigned being all of the Shareholders (the "Shareholders") and all of the members of the Board of Directors (the "Board") of FLORIDA GOLD COAST PROPERTIES, INC., a Florida corporation (the "Corporation"), hereby adopt the following Written Consent.

The following recitals and resolutions are hereby unanimously adopted by the Written Consent of the Shareholders and Board of Directors of the Corporation:

A. CHANGE OF NAME.

WHEREAS, believing it to be in the best interest of the Corporation, the Shareholders desire to amend Article I of the Articles of Incorporation of the Corporation;

NOW THEREFORE, be it:


RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation be amended to read as follows:

"ARTICLE I - NAME

The name of this Corporation is FLORIDA GOLD COAST CEMENT, INC., and its address is c/o Harold E. Patricoff, Shutts & Bowen LLP, 201 S. Biscayne Boulevard, Miami, Florida, 33131."

FURTHER RESOLVED, that any officer of the Corporation be, and hereby is, authorized and directed to take any and all actions which he or she may determine to be necessary or appropriate in order to carry out the foregoing resolutions, including, but not limited to, the execution and delivery of all required documentation with respect thereto.

16 IN WITNESS WHEREOF, the undersigned have executed this Written Consent this  
day of December, 2004.

By:   
Harold E. Patricoff, Shareholder and Director

By:   
Raul Paredes, Shareholder and Director

**UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS  
AND  
BOARD OF DIRECTORS  
OF  
FLORIDA GOLD COAST PROPERTIES, INC.**

The undersigned, being all of the Shareholders and all of the current members of the Board of Directors, respectively, of FLORIDA GOLD COAST PROPERTIES, INC., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Transfer of Corporation's Stock

WHEREAS, the Corporation originally issued stock certificates representing one hundred (100) shares of the common stock of the Corporation;

WHEREAS, the Corporation issued Stock Certificate No. 1 representing all shares of the common stock of the Corporation to Harold E. Patricoff;

NOW, THEREFORE, BE IT RESOLVED, that Stock Certificate No. 1 representing one hundred (100) shares of the common stock of the Corporation, previously issued by the Corporation to Harold E. Patricoff, be, and it hereby is, reflected on the books and records of the Corporation as transferred to fifty (50) shares of the Corporation.

FURTHER RESOLVED, that Stock Certificate No. 2 representing the remaining fifty (50) shares of the common stock of the Corporation is hereby issued to Raul Paredes, and is in all respects, ratified, confirmed and approved by the Board of Directors of the Corporation.

Election of Directors

RESOLVED, that the individuals whose names are set forth below be, and they hereby are, elected to the Board of Directors, such individuals to serve on the Board of Directors until their successors are elected and have qualified, or until their earlier death, resignation or removal:

Harold E. Patricoff	-	Director
Raul Paredes	-	Director

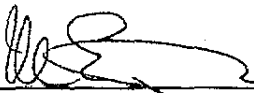
Election of Officers

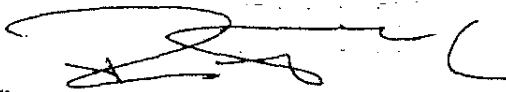
RESOLVED, that the individuals whose names are set forth below be, and they hereby are, elected to the offices set forth opposite their name, such individuals to serve in such offices until the

next annual meeting of the Board of Directors of the Corporation and until their successors are elected and have qualified, or until their earlier death, resignation or removal:

Harold E. Patricoff	-	President/Secretary
Raul Paredes	-	Vice President/Treasurer

Effective Date: December 16, 2004

By:   
Harold E. Patricoff, Shareholder and Director

By:   
Raul Paredes, Shareholder and Director