

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4895833

The Registrar of Companies for England and Wales hereby certifies that

RMC MATERIALS LIMITED

having by special resolution changed its name, is now incorporated
under the name of

CEMEX UK MATERIALS LIMITED

Given at Companies House, London, the 22nd July 2005



C04895833L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No. 4895833



THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

RMC Materials LIMITED

(Passed on 21 July 2005)

At an Extraordinary General Meeting of the above named company, duly convened and held at CEMEX House, Coldharbour Lane, Thorpe, Egham, Surrey, TW20 8TD on 21 July 2005, the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

"That the name of the Company be changed to CEMEX UK Materials Limited"

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Michael Collins'.

MICHAEL COLLINS
SECRETARY

