

08-16-2001



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U.S. DEPARTMENT OF COMMERCE U.S. Patent And Trademark Office

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TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): SOUTHDOWN FINANCE, INC. 08/10/01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State: Delaware, Other

Additional names(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: CEMEX FINANCE, INC. Address: 2601 Saturn, Suite 200 City: Brea State: California Zip 92821

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State: Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date:

4. Application Number(s) or Registration Number(s)

A. Trademark Application No. (s)

B. Trademark Registration No.(s)

See Attachment A

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark A. Tidwell Address: Bracewell & Patterson, L.L.P. Street: 711 Louisiana, Suite 2900 City: Houston State: Texas Zip 77002

6. Total number of applications and registration involved: 37

7. Total fee (37 CFR 3.41) \$940.00

- Enclosed, Additional charges authorized to be charged to deposit account

8. Deposit account number: 50-0259

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Signature: Mark A. Tidwell Date: 8/7/01

Total number of pages including cover sheet, attachments, and document 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002348 FRAME: 0738

Attachment A
NAME CHANGE
SOUTHDOWN FINANCE, INC. TO CEMEX FINANCE, INC
TRADEMARK LIST

<u>Trademark</u>	<u>App./Reg. No. (if any)</u>
YARD RIGHT	US Ser. No.78/071,791
YARD RIGHT SELECT	US Ser. No.78/071,789
PERSONAL GARDENERS	US Ser. No.78/021,148
CORRECT	U.S. Reg. No. 2,236,158
MEDUSA CARB	U.S. Reg. No. 2,176,122
THOMASVILLE	U.S. Reg. No. 2,158,300
CITADEL	U.S. Reg. No. 2,096,321
Castle Design	U.S. Reg. No. 1,846,748
FIBERGUN	U.S. Reg. No. 1,788,159
RICHCOLOR	U.S. Reg. No. 1,171,255
PLASMOR	U.S. Reg. No. 795,878
SOUTHWESTERN PORTLAND CEMENT COMPANY & Design	U.S. Reg. No. 770,210
MEDUSA and Design	U.S. Reg. No. 762,166
RICHMORTAR	U.S. Reg. No. 691,130
ELTORO BRAND SOUTHWESTERN PORTLAND CEMENT CO. EL PASO, TEX. & Design	U.S. Reg. No. 582,790
BRIKSET (Stylized Letters)	U.S. Reg. No. 337,905
Head Design	U.S. Reg. No. 328,114
STONESET (Stylized Letters)	U.S. Reg. No. 288,535

Attachment A
TRADEMARK LIST, cont.

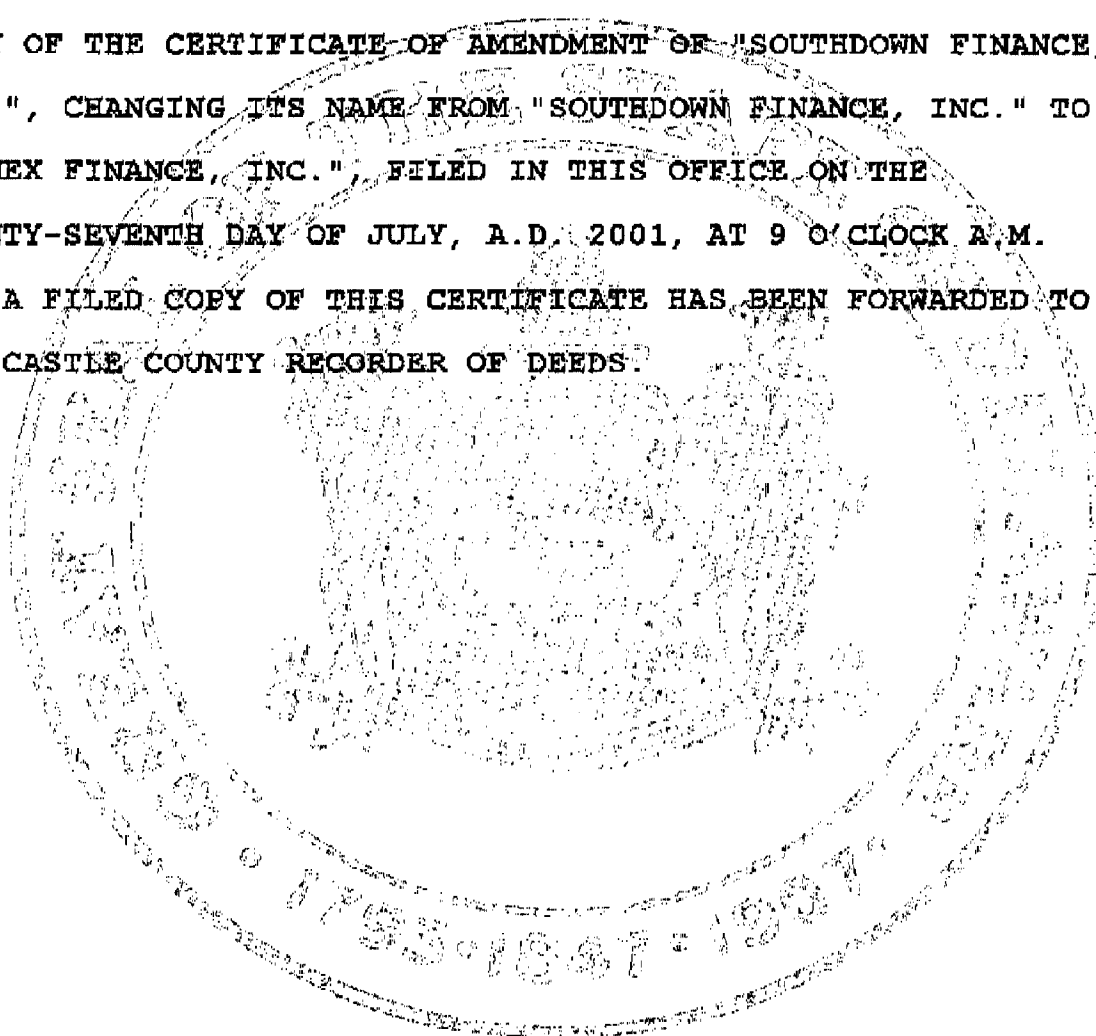
<u>Trademark</u>	<u>App./Reg. No. (if any)</u>
MEDUSA and Design	U.S. Reg. 44,957
MR. GRANITE	U.S. Reg. 2,060,100
GRIP & GO	U.S. Reg. 1,990,368
DURASCAPE	U.S. Reg. 1,938,946
COBBLELOCK	U.S. Reg. 1,830,813
L and Design	U.S. Reg. 1,614,884
CRESTITE	U.S. Reg. 1,584,702
DURASCAPE	U.S. Reg. 1,285,264
EASY SPREAD	U.S. Reg. 1,330,339
CRYSTAL SPAR	U.S. Reg. 811,120
NON-SKID BARN CALCITE (Stylized)	U.S. Reg. 587,428
CRESTITE	U.S. Reg. 513,570
GUIDE LINE	U.S. Reg. 918,720
0853 A.F. CALCITE	U.S. Reg. 555,697
LIME CREST (Stylized)	U.S. Reg. 530,450
L and Design	U.S. Reg. 833,135
LIME CREST	U.S. Reg. 817,243
LIME CREST	U.S. Reg. 962,330
GARDEN STATE	U.S. Reg. 970,459

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOUTHDOWN FINANCE, INC.", CHANGING ITS NAME FROM "SOUTHDOWN FINANCE, INC." TO "CEMEX FINANCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1268794

010368292

DATE: 07-30-01

Certificate of Amendment

to the

Certificate of Incorporation

of

Southdown Finance, Inc.

Southdown Finance, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: That the Board of Directors of the Corporation, acting by unanimous written consent, adopted a resolution on April 30, 2001, proposing and declaring the advisability of an amendment to the Certificate of Incorporation (the "Amendment") of the Corporation, as amended (the "Certificate of Incorporation"), and recommending the adoption of such amendment to the sole stockholder of the Corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the sole paragraph appearing under Article I of the Certificate of Incorporation, as amended, of Southdown Finance, Inc. be deleted in its entirety and amended to read as follows:

"Article I.

The name of the corporation is CEMEX Finance, Inc."

SECOND: That therefore, pursuant to Section 228 of the Delaware General Corporation Law, a consent of the sole stockholder of the Corporation was duly circulated to the holder of Common Stock pursuant to which the necessary number of shares were voted in favor of the Amendment.

THIRD: The amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed in its name and on its behalf by authorized officers this 30th day of April, 2001.

SOUTHDOWN FINANCE, INC., a Delaware corporation

By: [Signature]
Name: JEFF H. SMITH
Title: Treasurer and Secretary

ATTEST:

By: [Signature]
Name: LESLIE S. WHITE
Title: VP AND GENERAL COUNSEL

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RECORDED: 08/10/2001

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