

10-04-2002

Attorney Docket No. 18266-000400

Form PTO-1594 (Rev. 03-01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

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

1. Name of conveying party(ies): Western Mobile New Mexico, Inc. 1590 West 12th Avenue Denver, CO 80204 10/1/02

2. Name and address of receiving party(ies) Name: Lafarge Southwest, Inc. Internal Address: Street Address: 1590 West 12th Avenue City: Denver State: CO ZIP: 80204

3. Nature of conveyance: [X] Merger [X] Change of Name Execution Date: 11/15/01 (Effective 12/31/01)

4. Application Number(s) or Registration Number(s). A. Trademark Application No(s): 75/522,974 B. Trademark Registration No(s): 2,570,542

5. Name and address of party to whom correspondence concerning document should be mailed: Name: David E. Sipiora TOWNSEND AND TOWNSEND AND CREW LLP Two Embarcadero Center, 8th Floor San Francisco, California 94111-3834 (415) 576-0200

6. Total number of applications and registrations involved 2 7. Total fee (37 CFR 3.41): \$65.00 [X] Authorized to be charged to deposit account 8. Deposit account number: 20-1340

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document. David E. Sipiora Name of Person Signing

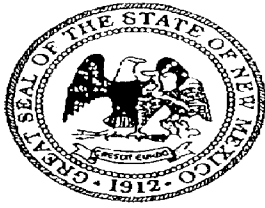
Signature: [Signature] Date: 9/23/02

Total number of pages including cover sheet, attachments and document: 5

DE 7082486

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

TRADEMARK REEL: 002593 FRAME: 0393



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF COMPARISON

OF

LAFARGE SOUTHWEST, INC.


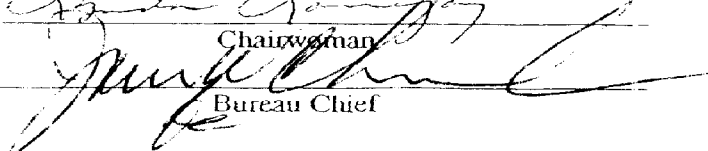
1450469

The Public Regulation Commission certifies that the attached is a true and complete copy of the ****3*** page document(s) on file in this office.

This Certification is in accordance with Section 53-18-4 NMSA 1978.

Dated: AUGUST 27, 2002

In testimony whereof, the Public Regulation of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe.


Chairman

Bureau Chief



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF MERGER

OF

LAFARGE SOUTHWEST, INC.

3232964-

The Public Regulation Commission certifies that duplicate originals of the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the:

BUSINESS CORPORATION ACT

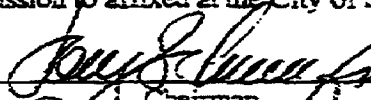
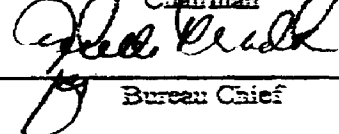
(53-11-1 to 53-18-12 NMSA 1978)

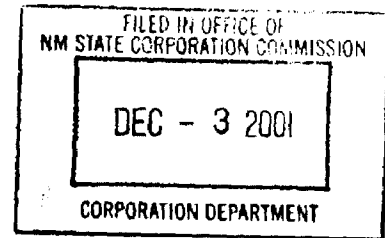
have been received and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law the Public Regulation Commission issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger.

Dated: DECEMBER 3, 2001

In testimony whereof, the Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe.


Chairman

Bureau Chief



ARTICLES OF MERGER

OF

SOUTHWEST MATERIALS, INC. 1320332 (NM)
(a New Mexico Corporation)

INTO

WESTERN-MOBILE NEW MEXICO, INC. 1450469 (NM)
(a New Mexico Corporation)

To the Public Regulatory Commission
State of New Mexico

Pursuant to the provisions of the Business Corporation Act of the State of New Mexico governing the merger of a subsidiary corporation into its parent corporation, the following is the Plan of Merger for merging Southwest Materials, Inc. ("Materials") into Western-Mobile New Mexico, Inc. (the "Corporation") as approved by resolution of the Board of Directors of the Corporation.

1. "Materials, the subsidiary corporation, shall be merged with and into the Corporation, the surviving corporation in accordance with the Business Corporation Act of the State of New Mexico.

That, upon effectiveness of the merger of Materials with and into the Corporation, each issued and outstanding share of the capital stock of Materials shall, without further act, be canceled.

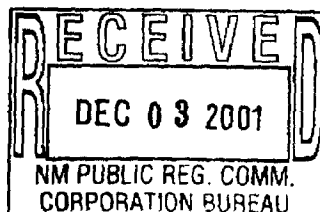
That the proper officers of the Corporation are hereby authorized and instructed to take such actions, in the name and on behalf of the Corporation, as may be necessary or appropriate to permit the Corporation to assume all of the rights, powers and obligations of Materials, under Materials' contracts and other agreements.

That the proper officers of the Corporation, and each of them, are hereby authorized to take any and all actions and to execute, deliver and file, or cause to be executed, delivered and filed any and all agreements, certificates, letters, documents, consents, notices or other writings that such officers may deem necessary, appropriate or desirable, acting upon the advice of counsel where appropriate, to effect the merger of Materials with and into the Corporation and to otherwise accomplish the purposes and carry out the intent of the foregoing resolutions."

2. The number of outstanding shares of Materials is 10,001, all of which are of one class and all of which are owned by the Corporation.

3. The Corporation, as the sole shareholder of Materials, waived the requirement of mailing of the Plan of Merger to the subsidiary's shareholders at least 30 days prior to the merger.

4. Effective upon the merger the Corporation's name will change to Lafarge Southwest, Inc. No other changes will be made to the Articles of Incorporation of the Corporation as a result of the merger.



The merger herein provided for shall become effective at 5:00 p.m., Mountain Standard Time, on December 31, 2001.

Executed on November 15, 2001.

WESTERN-MOBILE NEW MEXICO, INC.

By: [Signature]
Wayne P. Lyons President

By: [Signature]
Timothy A. Power Vice President & Secretary

STATE OF VIRGINIA)
) SS.:
COUNTY OF FAIRFAX)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 15 day of November, 2001 personally appeared before me Wayne P. Lyons who, being by me first duly sworn, declared that he is President of Western-Mobile New Mexico, Inc.; that he signed the foregoing Articles of Merger as President of the said corporation; and that the statements contained therein are true.

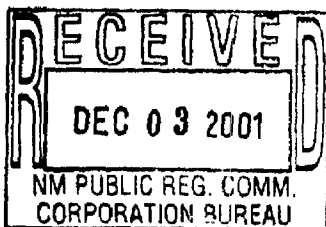
IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.

[Signature] [notarial seal]
Notary Public
My Commission expires: 9/30/2005

STATE OF VIRGINIA)
) SS.:
COUNTY OF FAIRFAX)

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 15 day of November, 2001 personally appeared before me Timothy A. Power who, being by me first duly sworn, declared that he is Vice President & Secretary of Western-Mobile New Mexico, Inc.; that he signed the foregoing Articles of Merger as Vice President & Secretary of the said corporation; and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date aforesaid.



[Signature] [notarial seal]
Notary Public
My Commission expires: 9/30/2005