

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CEMEX Finance, Inc.		12/16/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	CEMEX, Inc.
Street Address:	920 Memorial City Way, Suite 100
City:	Houston
State/Country:	TEXAS
Postal Code:	77024
Entity Type:	CORPORATION: LOUISIANA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	0288535	STONESET

**CORRESPONDENCE DATA**

Fax Number: (214)200-0853  
 Phone: 713-547-2551  
 Email: ipdocketing@haynesboone.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: Haynes and Boone, LLP  
 Address Line 1: 2323 Victory Avenue, Suite 700  
 Address Line 2: IP Section  
 Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	26316.40
NAME OF SUBMITTER:	Mark Tidwell

**900205438**

**TRADEMARK  
 REEL: 004647 FRAME: 0788**

**OP \$40.00 0288535**

Signature:	/Mark Tidwell/
Date:	10/25/2011
Total Attachments: 8 source=26316_40_Assignment-000001#page1.tif source=26316_40_Assignment-000002#page1.tif source=26316_40_Assignment-000003#page1.tif source=26316_40_Assignment-000004#page1.tif source=26316_40_Assignment-000005#page1.tif source=26316_40_Assignment-000006#page1.tif source=26316_40_Assignment-000007#page1.tif source=26316_40_Assignment-000008#page1.tif	

# Delaware

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*The First State*

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 OWNERSHIP, WHICH MERGES:

"CEMEX FINANCE, INC.", A DELAWARE CORPORATION,

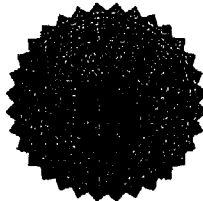
WITH AND INTO "CEMEX, INC." UNDER THE NAME OF "CEMEX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF LOUISIANA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 6:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2006, AT 12:03 O'CLOCK A.M.

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

4087242 8100M

051073870



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4416431

DATE: 12-30-05

TRADEMARK  
REEL: 004647 FRAME: 0790

**CERTIFICATE OF OWNERSHIP  
AND MERGER  
OF  
CEMEX FINANCE, INC.  
WITH AND INTO  
CEMEX, INC.**

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Pursuant to Title 8, Section 253 of the  
Delaware General Corporation Law

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CEMEX, Inc. ("CEMEX") pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

**First:** The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Formation</u>
CEMEX Finance, Inc.	Delaware
CEMEX, Inc.	Louisiana

**Second:** CEMEX owns at least 90% of the outstanding shares of the common stock of CEMEX Finance, Inc. ("CEMEX Finance"), which is the only outstanding class of capital stock of the CEMEX Finance.

**Third:** The Board of Directors of CEMEX by unanimous written consent dated as of December 14, 2005, pursuant to the Business Corporation Law of the State of Louisiana, duly adopted resolutions authorizing the merger of CEMEX Finance with and into CEMEX pursuant to Section 253 of the DGCL (the "Merger"). A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

**Fourth:** The Articles of Incorporation of CEMEX as in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation of the surviving corporation.

**Fifth:** CEMEX will be the surviving corporation following the Merger, may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CEMEX Finance as well as for enforcement of any obligation of CEMEX arising from the Merger and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The

CERTIFICATE OF MERGER - (CEMEX Finance into CEMEX Inc.)

address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is 840 Gessner, Suite 1400, Houston, Texas 77024.

Seventh: That this Certificate of Ownership and Merger shall be effective as of January 1, 2006 at 12:03 a.m.

**CERTIFICATE OF MERGER - (CBMEX Finance into CBMEX Inc.)**

**TRADEMARK  
REEL: 004647 FRAME: 0792**

IN WITNESS WHEREOF, CEMEX has caused this Certificate of Ownership and Merger to be executed by an authorized officer, the 11<sup>th</sup> day of December, A.D., 2005.

By: Leslie S. White  
Authorized Officer

Name: Leslie S. White  
Title: Assistant Secretary

CERTIFICATE OF MERGER - (CEMEX Finance into CEMEX Inc.)

TRADEMARK  
REEL: 004647 FRAME: 0793

**EXHIBIT A**

**CERTIFICATE OF MERGER - (CEMEX Finance Into CEMEX Inc.)**

**ANNEX A**  
**RESOLUTIONS**  
**OF**  
**CEMEX, INC.**

WHEREAS, CEMEX, Inc., a Louisiana corporation ("*Parent*"), owns at least 90% of the outstanding shares of the common stock of CEMEX Finance, Inc., a Delaware corporation ("*Subsidiary*"), which is the only outstanding class of capital stock of Subsidiary (the "*Common Stock*"); and

WHEREAS, the Board of Directors of Parent has determined that it is advisable and in the best interests of Parent to merge with and into Subsidiary, with Parent remaining as the surviving corporation, pursuant to the terms and provisions of the Agreement and Plan of Merger, dated as of December 12, 2005 (the "*Merger Agreement*"), by and between Parent and Subsidiary; and

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger Agreement is hereby approved, adopted, certified, executed and acknowledged by Parent;

RESOLVED, that, effective January 1, 2006, Parent merge itself (the "*Merger*") with and into Subsidiary, and Parent shall be the surviving corporation (the "*Surviving Corporation*"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "*DGCL*") and to Section 112G of the Business Corporation Law of the State of Louisiana (the "*LBCL*"); and

FURTHER RESOLVED, that by virtue of the Merger, each issued and outstanding share of Common Stock shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefore;

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FURTHER RESOLVED, that the directors of Parent immediately prior to the Merger shall be the directors of the Surviving Corporation, each to hold office, subject to the applicable provisions of the LBCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, until the earlier of their resignation or the next annual shareholders' meeting of the Surviving Corporation and until their respective successors are duly elected or appointed and qualified; and

FURTHER RESOLVED, that the officers of Parent immediately prior to the Merger, subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, shall be the officers of the Surviving Corporation until the earlier of their resignation or their respective successors shall be duly elected or appointed and qualified; and

FURTHER RESOLVED, that the Articles of Incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the Articles of Incorporation of the Surviving Corporation; and

FURTHER RESOLVED, that any vice president of Parent, acting individually, and any secretary or assistant secretary of Parent be, and each of them hereby is, authorized and directed to execute and acknowledge in the name of and on behalf of Parent (a) a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, which sets forth, among other things, a copy of these resolutions and the date of their adoption and (b) a Certificate of Merger to be filed with Secretary of State of the State of Louisiana, which sets forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause each such executed certificates to be filed in the Office of the Secretary of State of the States of Delaware and Louisiana, as the case may be; and

FURTHER RESOLVED, that the appropriate officers of Parent be, and each of them hereby is authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of Parent, and to incur all such fees and expenses as in their judgment shall

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be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions previously taken by the officers and directors of Parent in connection with the transactions contemplated by these solutions are hereby adopted, ratified, confirmed and approved in all respects.

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