

50-1E-01



Tab settings ⇄⇄⇄

103112111

To the Commissioner for Trademarks: Please record the original documents or copy thereof.

1. Name of conveying party(ies): Cemex Mexico, S.A. de C.V.

**FORMERLY** Empresas Tolteca de Mexico, S.A. de C.V.;  
merged into Serto Construcciones, S.A. de C.V.;  
with subsequent change of name to Cemex Mexico, S.A.  
de C.V.

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

Citizenship Mexican

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

2. Name and address of receiving partie(ies):

Name: Cemex Trademarks Worldwide Ltd.

Internal Address:

Street Address: Roemerstrasse

City: 2555 Bruegg bel Biel,

State: Switzerland ZIP:

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

Citizenship Switzerland

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

OFFICE OF PUBLIC RECORDS  
FINANCE SECTION  
2005 OCT 31 AM 10:30

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conveyance of merged assets
- Merger
- Change of Name

Execution Date: 11/15/2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,242,366

May 4, 1999

2,258,391

July 6, 1999

**TOLTECA**  
**bar on circle**

Additional numbers attached?  Yes  No

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

Name: A. Thomas S. Safford

Internal Address: c/o Frommer, Lawrence & Haug LLP

Street Address: 745 Fifth Avenue

City: New York, State: New York ZIP: 10151

6. Total number of applications and registrations involved: .....

**2**

7. Total fee (37 CFR 3.41) (\$40 + \$25 =) \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500320

(attached 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.*

A. Thomas S. Safford

Name of Person Signing

Signature

October 26, 2005

Date

Total number of pages including cover sheet, attachments, and documents:

**92**

11/01/2005 DBYME 00000051 500320 2242366

01 FC:8521  
02 FC:8522

40.00 DA  
25.00 DA

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services  
Director of the US Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22213-1450

**ATTACHMENT (to PTO-form 1594)**

Box 1: Name of 2d conveying party: **Cemex Trademarks Holding Ltd.**

Formerly: **Trademarks Europa, S.A. de C.V. (by receipt of assets from Cemex Mexico, S.A. de C.V.) & migration from Mexico to Switzerland with changes of name to Cemex Trademarks Europe Ltd. & then to Cemex Trademarks Holding 1 Ltd.**

Entity type: **Corporation: Switzerland**

Nature of conveyance: **Contribution of all assets**

Execution date: **06/15/2001**

Attorney File Nos. 120431-8021 & 8033  
[Regn. Nos. 2242366 & 2258391]

DOMESTIC REPRESENTATIVE

**Name:** A. Thomas S. Safford , Marilyn M. Brogan, or Edgar H. Haug  
c/o Frommer, Lawrence & Haug LLP

**Address Line 1:** 745 Fifth Avenue

**Address Line 2:**

**Address Line 4:** New York, NEW YORK 10151

Frommer Lawrence & Haug LLP File Nos.: 120431-8021 & 8033 U.S. Trademark Registration Nos.: 2,242,366 & 2,258,391, respectively Issued: May 4, 1999 & July 6, 1999
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**CONFIRMATORY TRADEMARK ASSIGNMENT**

Whereas Empresas Tolteca de Mexico, S.A. de C.V. obtained a U.S. trademark registration no. 2,242,366 on May 4, 1999 for the mark TOLTECA (based on application no. 75/186,115 filed October 23, 1996);

Whereas Empresas Tolteca de Mexico, S.A. de C.V. obtained a U.S. trademark registration no. 2,258,391 on July 6, 1999 for a design trademark (in the form of a Bar on a Circle) (based on application no. 75/186,116 filed October 23, 1996);

Whereas Empresas Tolteca de Mexico, S.A. de C.V. was merged into Serto Construcciones, S.A. de C.V. effective on or about December 31, 1998  
 (see Exhibit 1, a certification of public records in Mexico, no. 6902 dated December 12, 1998, attesting to the aforementioned merger {also including merger with two additional companies}; and an English translation thereof);

Whereas Serto Construcciones, S.A. de C.V. on or about December 16, 1999 changed its name to Cemex Mexico, S.A. de C.V.  
 (see Exhibit 2, a certification of public records in Mexico, no. 67623 dated December 16, 1999, attesting to the aforementioned change of name; and an English translation thereof);

Whereas on or soon after November 15, 2000 Cemex Mexico, S.A. de C.V., a Mexican corporation residing at 444 Avenida Constitucion, Poniente Colonia Centro, C.P. 64000, Monterrey, Neuvo Leon, Mexico (hereinafter also referred to as "ASSIGNOR-1"), "without termination" contributed portions of its assets respectively to Trademarks Europa, S.A. de C.V. and Oceania Compania de Concretos, S.A. de C.V.; with those of the assets conveyed to Trademarks Europa, S.A. de C.V. specifically including the two above-mentioned two U.S. trademark registrations, effective on or about December 31, 2000  
 (see Exhibit 3, being true copies of relevant extracted portions of a certification of public records in Mexico, no. 27013 dated November 15, 2000, attesting to the aforementioned contribution of assets, "without termination", to said two newly formed companies and specifically including (among the several intellectual property rights conveyed to Trademarks Europa S.A. de C.V.) the two above-mentioned U.S. trademark registrations {identified in: Appendix I, "Trademarks Europa, S.A. de C.V."}

B. Ownership of Rights Outside of Mexico,

9. Trademarks in the United States

<u>Requested Trademarks</u>	<u>Class</u>	<u>Registry</u>	<u>Date Presented</u>
TOLTECA	19	Pending	October 23, 1996
WITHOUT NAME	19	Pending	October 23, 1996);

and an English translation thereof);

Whereas during the period from about November 15, 2000 to about December 31, 2000, the only U.S. trademark applications or registrations filed on October 23, 1996 and owned by Cemex Mexico, S.A. de C.V. ("ASSIGNOR-1") were the two above-mentioned two U.S. trademark registrations (namely, U.S. registration nos. 2,242,366 and 2,258,391);

Whereas, on or about November 6, 2001, Trademarks Europa, S.A. de C.V. (a Mexican corporation) migrated to Switzerland with all its assets (including the two above-mentioned U.S. trademark registrations) and changed its name to Cemex Trademarks Europe Ltd. (and registered as a Swiss corporation)  
 (see Exhibit 4, a true copy of a notarized certification of a Swiss Public Deed No. 1333 dated November 6, 2001, attesting to the aforementioned migration and setting forth the changed name; and an English translation thereof);

**CONFIRMATORY TRADEMARK ASSIGNMENT** (continued)

Frommer Lawrence & Haug LLP File No. **120431-8021 & 8033**

Whereas Cemex Trademarks Europe Ltd. (hereinafter also referred to as "ASSIGNOR-2") thereafter contributed all its assets to Cemex Trademarks Worldwide Ltd., a Swiss corporation residing at Roemerstrasse 13, 2555 Bruegg bel Biel, Switzerland

(see Exhibit 5, a true copy of relevant portions of a Contribution and Absorption of Assets Agreement dated June 15, 2001 (between Cemex Trademarks Europe Ltd., among others, and Cemex Trademarks Worldwide Ltd.) attesting to the contribution (eventually effective on or about July 31, 2001) of all the then current assets of Cemex Trademarks Europe Ltd. to Cemex Trademarks Worldwide Ltd.; and an English translation thereof); and

Whereas **Cemex Trademarks Worldwide Ltd.** (which, together with its successors and assigns, is hereinafter also referred to as "ASSIGNEE") is desirous of acquiring (and ASSIGNOR-1 AND ASSIGNOR-2 are desirous of conveying) nunc pro tunc all right, title and interest hereinafter recited, not previously effectively obtained, and also of confirming all right, title and interest hereinafter recited or any part thereof heretofore acquired by ASSIGNEE.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR-1 and ASSIGNOR-2 do hereby assign and convey nunc pro tunc to, and confirm in, the ASSIGNEE any and all of right, title and interest that each at the time of conveyance had or has in and to each of these two above-mentioned trademark registrations, together with the goodwill of the businesses of ASSIGNOR-1 and ASSIGNOR-2 respectively connected with and symbolized by these registrations.

The effective date of this instrument as regards ASSIGNOR-1 is December 31, 2000.

**Cemex Mexico, S.A. de C.V.**

By:

Name

(Typed or printed): Héctor Medina Aguiar

Title

(Typed or printed): Executive Vice President of Finance and Planning

date signed:

June 29, 2005

The effective date of this instrument as regards ASSIGNOR-2 is July 31, 2001.

**Cemex Trademarks Europe Ltd.**

(by change of name to Cemex Trademarks Holding I Ltd.; then merged with Cemex Trademarks Holding II Ltd.,

Cemex Trademarks Holding III Ltd., &

Cemex Trademarks Holding IV Ltd.

with the surviving and still-existing Swiss company now named:

**Cemex Trademarks Holding Ltd.**

By:

Name

(Typed or printed): MARC GRÜNINGER

Title

(Typed or printed): CHAIRMAN

date signed:

July 26, 2005

BRUNO HUNZIKER

SECRETARY



WRITTEN IN SPANISH ON WHITE LETTERHEAD, A DOCUMENT IS PRESENTED TO ME FOR TRANSLATION INTO ENGLISH. THIS DOCUMENT READS:

**SERTO CONSTRUCCIONES, S.A. DE C.V.**

---

TO WHOM IT MAY CONCERN:

I, RAMIRO VILLARREAL MORALES, Attorney at Law, in my position as Secretary for the Board of Administration of the mercantile corporation called SERTO CONSTRUCCIONES, S.A. DE C.V., evidence and CERTIFY:

That by means of Public Deed number 6902 dated December 10 of 1998 granted before Mr. Héctor Villegas Olivares, Attorney at Law and Notary of the Public Number 122 with authority to act in the City of Monterrey, N.L., the records for the General Extraordinary Stockholders Meetings for Serto Construcciones, S.A., de C.V., Empresas Tolteca de México, S.A. de C.V., Fomento Industrial, S.A. de C.V., and Egusa, S.A., were registered, and that said Meetings were held on the days 3 and 4 of December of 1998 at 12:00, 17:00, 11:00 and 13:00 hours respectively, in which a decision was made to merge the mentioned corporations, with Serto Construcciones, S.A. de C.V. as the merging corporation and owner of the rights and obligations of the mentioned corporations, and where the legal aspects of the mentioned merger would become effective as of December 31, 1998.

This is issued for all legal purposes required, in the city of Monterrey, capital of the State of Nuevo León, on the 12 (twenty fourth) day of the month of February of 1999 (one thousand nine hundred and ninety nine).

SERTO CONSTRUCCIONES, S.A. DE C.V.

[[illegible signature]]

RAMIRO VILLARREAL MORALES, Attorney at Law  
Secretary for the Board of Administration

*THE BACK SIDE OF THIS SHEET OF PAPER HAS A STAMP WITH THE MEXICAN SEAL AND A LEGEND "MEXICAN UNITED STATES - JUAN MANUEL ASPRON PELAYO - NOTARIAL OFFICE No. 186 - MEXICO, FEDERAL DISTRICT", AN ILLEGIBLE SIGNATURE IN RED AND THE NUMBER 4056. - THE CENTRAL SECTION OF THE BACK SIDE OF THIS SAME SHEET OF PAPER HAS A STAMP PLACED DIAGONALLY, READING "WITHOUT TEXT".*

*THE CENTRAL SECTION OF THIS DOCUMENT, WHERE LEFT AND RIGHT PAGES MEET, HAS IS A STAMP OVERLAPPING BOTH PAGES. THE STAMP HAS THE NATIONAL SEAL AND THE LEGEND "PUBLIC NOTARIAL OFFICE No. 120 - PRINCIPAL - JOSE LUIS FARIAS MONTEMAYOR, ATTORNEY AT LAW - MONTERREY, N.L., MEXICO".*

----- IN THE CITY OF MONTERREY, NUEVO LEON, MEXICAN UNITED STATES, on the 26th (twenty sixth) day of the month of February of 1999 (one thousand nine hundred and ninety nine), Before me, JOSE LUIS FARIAS MONTEMAYOR, Attorney at Law, Principal at Public Notarial Office Number 120 (one hundred and twenty), with authority to act in this municipality, APPEARED: Mister RAMIRO VILLARREAL MORALES, Attorney at Law, in his position as Secretary for the Board of Administration of SERTO CONSTRUCCIONES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, a person known by me, who under oath to tell the truth offered his personal data and stated: To have as name the one written above, to be Mexican by birth, of age, married, to have been born in this city, on the 4th (fourth) of October of 1947 (one thousand nine hundred and forty seven), a Professional, that his Income Tax has been duly paid, without evidencing it, with Federal Taxpayers Registration number VIMR-471004-MO8 and domiciled for business at Avenida Constitution Poniente number 444 (four hundred and forty four), 602 (six hundred and two) Sur in this city; he SAID: that he appears to ratify the above letter in each and every one of its parts, that he acknowledges that the signature in it is his own and set by his own hand. LEGAL PERSONALITY. Mister RAMIRO VILLARREAL MORALES, Attorney at Law, evidences the position with which he appears as Secretary of the Board of Administration of SERTO CONSTRUCCIONES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, by means of copy of a Record of the General Ordinary Stockholders Meeting for the corporation ANONIMA DE CAPITAL VARIABLE, that took place on the 3rd (third) of April of 1998, (one thousand nine hundred and ninety eight), document which I, the Notary, certify to have before me and from which I copy the following that is relevant: "...SERTO CONSTRUCCIONES, S.A. DE C.V. GENERAL ORDINARY STOCKHOLDERS MEETING. APRIL 3 OF 1998. In the city of Monterrey, Nuevo León, at the corporate domicile for SERTO CONSTRUCCIONES, S.A. DE C.V., at 12:00 (twelve) hours noon of the 3rd (third) day of the month of April of 1998 (one thousand nine hundred and ninety eight), the total number of Stockholders for the above mentioned corporation, whose numbers and those of their representatives appear at the Roll Call prepared for such purpose same that is duly signed by the Examiners, and that the original of it is attached to the duplicate of this Record, met at the Corporate



Office to hold a GENERAL ORDINARY STOCKHOLDERS MEETING, having an attendance of the Stockholders representing 100% (one hundred per cent) of the shares that compose the Corporate Capital, and that were as follows... By virtue of the certification given by the Examiners regarding representation of the required quorum, the Chairman declared the Assembly as legally constituted and able to deal with and solve the issues that motivate it, in accordance with provisions in the General Law of Mercantile Corporations, without the need to publish a prior call. By unanimous vote of those present, the opening of the Chairman was approved by the Assembly, and the meeting continued with the reading of the day's AGENDA. I... II... III. ELECTION OF THE MEMBERS OF THE BOARD OF ADMINISTRATION AND THE "COMISARIO"... IV... Once the AGENDA proposed was considered by those attending, there was a unanimous approval to move to discuss the various issues, starting with the first one in the same. The Chairman presented the FIRST ITEM contained in the Agenda, reading: I... FOURTH: The appointment of Messrs. LORENZO H. ZAMBRANO, Engineer, and RAMIRO VILLARREAL MORALES, Attorney at Law, as Chairman and Secretary for the Board of Administration, respectively, is approved... With no other issue to discuss, the Meeting is adjourned, Meeting that was suspended for the period of time required by the Secretary to proceed to draft this Record. Following, the Secretary read this Record and by unanimous vote of the representatives of the Stockholders that were present, the same was approved, and it was signed by the Chairman, the Secretary, the "Comisario" and the Examiners, in accordance with provisions in article 194 of the General Law of Mercantile Corporations in effect... The Meeting was adjourned at 12:45 (twelve hours and forty five minutes) in the day, month and year initially named. LORENZO H. ZAMBRANO, Engineer, Chairman. RAMIRO VILLARREAL MORALES, Attorney at Law, Secretary. MARIO DE LA GARZA CABALLERO, C.P.A., "Comisario". JESUS LOPEZ ROMERO, Engineer, Examiner. RENE DELGADILLO GALVAN, Attorney at Law, Examiner. Signatures". All of this is evidenced for the legal purposes required, and notice of this RATIFICATION is recorded in the Book of Records Outside Official Registration, that is kept by this Notarial Office under my care, with number 22,355/99 (TWENTY TWO THOUSAND THREE HUNDRED AND FIFTY FIVE SLASH NINETY NINE). I WITNESS.

[[an illegible signature]]

JOSE LUIS FARIAS MONTEMAYOR, Attorney at Law  
 NOTARY OF THE PUBLIC NUMBER 120  
 FAML-371126-2U3

*ON THE RIGHT HAND SIDE OF THE SIGNATURE, A STAMP WITH THE*

**NATIONAL SEAL AND A LEGEND READING: "PUBLIC NOTARIAL OFFICE No. 120 - PRINCIPAL - JOSE LUIS FARIAS MONTEMAYOR, ATTORNEY AT LAW - MONTERREY, N.L., MEXICO".**

I, JUAN MANUEL ASPRON PELAYO, PRINCIPAL AT NOTARIAL OFFICE NUMBER ONE HUNDRED AND EIGHTY SIX FOR THE FEDERAL DISTRICT, CERTIFY: - - - - - THAT HIS PHOTOSTATIC COPY WRITTEN ON TWO USEFUL PAGES WITH THE FIRST ONE BEARING MY STAMP AND INITIALS, IS A TRUE AND EXACT REPRODUCTION OF ITS ORIGINAL WITH WHICH I COMPARED IT AND THAT I HAD BEFORE ME. - - - - -

THE ABOVE IS RECORDED IN REGISTRATION NUMBER FOUR THOUSAND FIFTY SIX, AND REGISTERED ON THIS DATE IN THE BOOK OF RECORDS FOR DOCUMENTS CHECKED. I WITNESS. - - - - -

MEXICO CITY, MAY TWENTY OF ONE THOUSAND NINE HUNDRED AND NINETY NINE.

Vcm\* *(initials in blue ink)*

*[[an illegible signature in red ink]]*

**A STAMP WITH THE MEXICAN SEAL AND A LEGEND "MEXICAN UNITED STATES - JUAN MANUEL ASPRON PELAYO - NOTARIAL OFFICE No. 186 - MEXICO, FEDERAL DISTRICT"**

**THE CENTRAL SECTION OF THIS DOCUMENT, WHERE LEFT AND RIGHT PAGES MEET, HAS IS A STAMP OVERLAPPING BOTH PAGES. THE STAMP HAS THE NATIONAL SEAL AND THE LEGEND "MEXICAN UNITED STATES - GOVERNMENT OF THE FEDERAL DISTRICT - LEGAL AND LEGISLATIVE STUDIES GENERAL DIRECTION - CONSULTING AND CONTRACTS DEPUTY DIRECTION".**

**ON THE LAST PAGE, THE SAME SEAL MENTIONED IN THE ABOVE PARAGRAPH APPEARS, OVERLAPPING THE SITE WHERE A VOUCHER IS PASTED. THE VOUCHER HAS THE NATIONAL SEAL ON THE UPPER LEFT HAND SIDE AND READS:**

          D. F.          

MEXICO

Apostille

(Convention de la Haye du 5 octobre 1961)

Duties \$ 39.00      170834

Order No. 1479

In Mexico this public document has been signed

by JUAN MANUEL ASPRON PELAYO, ATTORNEY AT LAW.

who acts in his position of NOTARY OF THE PUBLIC No. 186.

And bears the seal pertaining to NOTARIAL OFFICE No. 186.

Certified in MEXICO CITY, FEDERAL DISTRICT by RENATO CRESPO FLORES, ATTORNEY AT LAW, CONSULTING AND CONTRACTS DEPUTY DIRECTOR.

MEXICO CITY, FEDERAL DISTRICT, FEBRUARY 10 OF 2000.

[[an illegible signature]]  
Signature

*AT THE BOTTOM LEFT HAND SIDE OF THIS APOSTILLE, THERE IS ONE HALF OF A STAMP THAT APPARENTLY IS THE SAME AS THE ONE APPEARING AT THE TOP.*

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*I, GUADALUPE MELÉNDEZ DE ESCALANTE, EXPERT TRANSLATOR AUTHORIZED BY THE SUPERIOR COURT OF JUSTICE FOR THE FEDERAL DISTRICT, AS EVIDENCED IN PUBLICATION OF THE JUDICIAL BULLETIN DATED FEBRUARY 7, 1977, CERTIFY THAT: TO THE BEST OF MY KNOWLEDGE AND BELIEF, THIS IS A TRUE, CORRECT AND COMPLETE TRANSLATION OF THE DOCUMENT PRESENTED TO ME.*

*MEXICO CITY, FEDERAL DISTRICT, FEBRUARY 23, 2000.*

*Guadalupe Escalante*

**SERTO CONSTRUCCIONES, S.A. de C.V.**



**A QUIEN CORRESPONDA:**

NOTARIA PUBLICA No. 120  
TILLETAX  
Lic. José Luis Ferrás Montamayo  
MONTERREY, N.L., MEXICO

**LIC. RAMIRO VILLARREAL MORALES**, en mi calidad de Secretario del Consejo de Administración de la sociedad mercantil denominada **SERTO CONSTRUCCIONES, S.A. de C.V.**, hago constar y **CERTIFICO**:

Que mediante la Escritura Pública No. 6902 de fecha 10 de Diciembre de 1998 pasada ante la fe del Lic. Héctor Villegas Olivares Notario Público No. 122 con ejercicio en la Ciudad de Monterrey, N.L., se protocolizaron las actas de las Asambleas Generales de Extraordinarias de Accionistas de Serto Construcciones, S.A. de C.V., Empresas Tolteca de México, S.A de C.V., Fomento Industrial, S.A. de C.V., y Cegusa, S.A. y dichas Asambleas fueron celebradas los días 3 y 4 de Diciembre de 1998, a las 12:00, 17:00, 11:00 y 13:00 horas, respectivamente, en las cuales se resolvió fusionar a las empresas citadas, siendo Serto Construcciones, S.A. de C.V. empresa fusionante y causahabiente de los derechos y obligaciones de las empresas referidas, surtiendo la fusión mencionada efectos legales a partir del 31 de diciembre de 1998.

Se extiende la presente para todos los efectos legales a que hubiere lugar, en la ciudad de Monterrey, capital del Estado de Nuevo León, a los 24 (veinticuatro) días del mes de Febrero de 1999 (mil novecientos noventa y nueve).

**SERTO CONSTRUCCIONES, S.A. DE C.V.**

**LIC. RAMIRO VILLARREAL MORALES**  
Secretario del Consejo de Administración



A No. 727  
A R  
s Monterrey  
1., MEXICO

----- EN LA CIUDAD DE MONTERREY, NUEVO LEON, ESTADOS UNIDOS MEXICANOS, a los 26 (veintiseis) días del mes de febrero de 1999 (mil novecientos noventa y nueve), Ante mí, Licenciado JOSE LUIS FARIAS MONTEMAYOR, Titular de la Notaría Pública Número 120 (ciento veinte), con autorización para ejercer en este municipio, COMPARECIO: El señor Licenciado RAMIRO VILLARREAL MORALES, en su carácter de Secretario del Consejo de Administración de SERTO CONSTRUCCIONES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, persona por mí conocida, quien bajo protesta de decir verdad dió por generales: Llamarse como quedó escrito, ser mexicano por nacimiento, mayor de edad, casado, originario de esta ciudad, donde nació el día 4 (cuatro) de octubre de 1947 (mil novecientos cuarenta y siete), Profesionista, al corriente en el pago del Impuesto Sobre la Renta, sin justificarlo, con Registro Federal de Contribuyentes VIMR-471004-M08 y con domicilio convencional en Avenida Constitución Poniente número 444 (cuatrocientos cuarenta y cuatro), 602 (seiscientos dos) Sur en esta ciudad; y DIJO: que ocurre a ratificar en todas y cada una de sus partes la CARTA que antecede y que reconoce como suya y de su puño y letra la firma con que la suscribe. PERSONALIDAD. El Licenciado RAMIRO VILLARREAL MORALES, acredita el carácter con que comparece, como Secretario del Consejo de Administración de SERTO CONSTRUCCIONES, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, con la copia del Acta de Asamblea General Ordinaria de Accionistas de la empresa ANONIMA DE CAPITAL VARIABLE, celebrada el día 3 (tres) de abril de 1998, (mil novecientos noventa y ocho), documento que Yo, el Notario, certifico tener a la vista y copio en lo conducente lo siguiente: "... SERTO CONSTRUCCIONES, S.A. DE C.V. ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS. ABRIL 3 DE 1998. En la ciudad de Monterrey, Nuevo León, domicilio social de SERTO CONSTRUCCIONES, S.A. DE C.V. siendo las 12:00 (doce) horas del día 3 (tres) del mes de Abril de 1998 (mil novecientos noventa y ocho), se reunieron en las Oficinas de la Sociedad la totalidad de los Accionistas de la citada empresa, cuyos nombres y los de sus representantes aparecen en la Lista de Asistencia al efecto preparada y debidamente firmada por los Escrutadores, de la que el original se agrega al duplicado de la presente Acta, para celebrar ASAMBLEA GENERAL ORDINARIA DE ACCIONISTAS, habiendo estado presentes Accionistas que representan el 100% (cien por ciento) de las acciones que integran el Capital Social y que fueron como sigue... En virtud de la certificación de los Escrutadores respecto a la representación del quórum necesario, el Presidente declaró la Asamblea legalmente instalada y con aptitud para tratar y resolver los asuntos que la motivan, de conformidad con lo dispuesto por la Ley General de Sociedades Mercantiles, sin necesidad de haberse publicado convocatoria previa. La Asamblea, por unanimidad de votos de los presentes, aprobó la declaratoria del Presidente, procediéndose a dar lectura a la siguiente ORDEN DEL DIA. I... II... III. ELECCION DE LOS MIEMBROS DEL CONSEJO DE ADMINISTRACION Y COMISARIO... IV... Una vez considerada la ORDEN DEL DIA que se propone, los presentes aprueban por unanimidad de votos proceder al desahogo de la misma. El Presidente pasó a desahogar el PRIMER PUNTO contenido en la Orden del Día que dice: I... CUARTO: Se aprueba designar a los Señores Ing. LORENZO H. ZAMBRANO y Lic. RAMIRO VILLARREAL MORALES, como Presidente y Secretario del Consejo de Administración, respectivamente... No habiendo otro asunto que tratar, se dió por concluída la presente Asamblea, que se suspendió por el término necesario para que el Secretario procediera a levantar la presente Acta. Acto seguido, el Secretario dió lectura a la misma y por unanimidad de votos de los representantes de Accionistas presentes, se aprobó firmándose por el Presidente, el Secretario, el Comisario y los Señores Escrutadores, conforme a lo

estipulado por el artículo 194 de la Ley General de Sociedades Mercantiles en vigor... Se concluyó la Asamblea a las 12:45 (doce cuarenta y cinco) horas del día, mes y año al principio señalados. ING. LORENZO H. ZAMBRANO. Presidente. LIC. RAMIRO VILLARREAL MORALES. Secretario. C.P. MARIO DE LA GARZA CABALLERO. Comisario. ING. JESUS LOPEZ ROMERO. Escrutador. LIC. RENE DELGADILLO GALVAN. Escrutador. Rúbricas". Todo lo que hago constar para los efectos legales a que hubiere lugar, tomándose razón de esta RATIFICACION en el Libro de Actas Fuera de Protocolo, que lleva esta Notaría en mi cargo, bajo el número 22,355/99 (VEINTIDOS MIL TRESCIENTOS CINCUENTA Y CINCO DIAGONAL NOVENTA Y NUEVE). DOY FE.



*[Handwritten signature]*

LIC. JOSE LUIS FARIAS MONTEMAYOR **NOTARIA PUBLICA No. 120**  
**TITULAR**  
NOTARIO PUBLICO NUMERO 120 Lic. José Luis Farias Montemayor  
FAML-371126-2U3 MONTERREY, N. L., MEXICO



*WRITTEN IN SPANISH ON WHITE LETTERHEAD, A DOCUMENT IS PRESENTED TO ME FOR TRANSLATION INTO ENGLISH. ON THE UPPER TIGHT HAND CORNER, THIS DOCUMENT HAS A STAMP WITH THE NATIONAL SEAL AND A LEGEND "PUBLIC NOTARIAL OFFICE No. 120 - PRINCIPAL - JOSE LUIS FARIAS MONTEMAYOR, ATTORNEY AT LAW - MONTERREY, N.L. MEXICO". THE DOCUMENT READS:*

**CEMEX MEXICO, S.A. DE C.V.**

(Previously known as Serto Construcciones, S.A. de C.V.)

TO WHOM IT MAY CONCERN:

I, RAMIRO VILLARREAL MORALES, Attorney at Law, in my position as Secretary for the Board of the mercantile corporation called CEMEX MEXICO, S.A. DE C.V., evidence and CERTIFY the legal existence of my principal:

That by means of a General Extraordinary Stockholders Meeting of SERTO CONSTRUCCIONES, S.A. DE C.V. a decision was made, among other decisions, to modify the corporation's name to CEMEX MEXICO, S.A. DE C.V. that the record for such General Extraordinary Stockholders Meeting was registered by means of Public Deed number 67623 dated December 16 of 1999 granted before Mr. Juan Manuel García García, Attorney at Law and Notary of the Public Number 129 with authority to act in the Municipality of San Pedro Garza García; said certified and registered notarial copy was inscribed in the Public Registry of Property and Commerce of Monterrey, Nuevo León Mexico under number 56, volume 211-02, Book number 4, Third Auxiliary - Miscellaneous Acts and Contracts Commerce Section, on 06 January of 2000.

This is issued for all legal purposes required, in the city of Monterrey, capital of the State of Nuevo León, on the 12 (twenty fifth) day of the month of January of 2000 (two thousand).

CEMEX MEXICO, S.A. DE C.V.

[[illegible signature]]

RAMIRO VILLARREAL MORALES, Attorney at Law  
Secretary for the Board

*THE BACK SIDE OF THIS SHEET OF PAPER HAS A STAMP WITH THE MEXICAN SEAL AND A LEGEND "MEXICAN UNITED STATES - JOSE ANGEL FERNANDEZ*



*URIA - NOTARIAL OFFICE No. 217 - MEXICO, FEDERAL DISTRICT", AN ILLEGIBLE SIGNATURE IN RED AND THE NUMBER 4589. - THE CENTRAL SECTION OF THE BACK SIDE OF THIS SAME SHEET OF PAPER HAS A STAMP PLACED DIAGONALLY, READING "WITHOUT TEXT".*

*THE CENTRAL SECTION OF THIS DOCUMENT, WHERE LEFT AND RIGHT PAGES MEET, HAS IS A STAMP OVERLAPPING BOTH PAGES. THE STAMP HAS THE NATIONAL SEAL AND THE LEGEND "PUBLIC NOTARIAL OFFICE No. 120 - PRINCIPAL - JOSE LUIS FARIAS MONTEMAYOR, ATTORNEY AT LAW - MONTERREY, N.L., MEXICO".*

---- IN THE CITY OF MONTERREY, NUEVO LEON, MEXICAN UNITED STATES, on the 31st (thirty first) day of the month of January of 2000 (two thousand), before Me, JOSE LUIS FARIAS MONTEMAYOR, Attorney at Law, Notary of the Public number 120 (one hundred and twenty), with authority to act in this municipality, APPEARED: Mister RAMIRO VILLARREAL MORALES, Attorney at Law, in his position as Secretary for the Board of Administration of CEMEX MEXICO, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, who offered his personal data: To have as name the one written above, to be Mexican by birth, of age, married, to have been born in this city, on the 4th (fourth) of October of 1947 (one thousand nine hundred and forty seven), a professional, that his income tax has been duly paid, without evidencing it, with federal taxpayers registration number VIMR-471004-MQ8 and domiciled for business at Avenida Constitution poniente number 444 (four hundred and forty four), in this city, and SAID: that he appears to ratify the contents of the above writ and that he acknowledges that the signature in it is his own and was set by his own hand. All of which is here evidenced for the legal purposes required, accepting the acknowledgment of this RATIFICATION by recording it in the Book of Records Outside Official Registration, that is kept by this Notarial Office under my care, with number 29,255/2000 (TWENTY NINE THOUSAND TWO HUNDRED AND FIFTY FIVE SLASH TWO THOUSAND). I WITNESS.

[[an illegible signature]]

JOSE LUIS FARIAS MONTEMAYOR, Attorney at Law  
NOTARY OF THE PUBLIC NUMBER 120  
FAML-371126-2U3

*ON THE RIGHT HAND SIDE OF THE SIGNATURE, A STAMP WITH THE NATIONAL SEAL AND A LEGEND READING: "PUBLIC NOTARIAL OFFICE No. 120 - PRINCIPAL - JOSE LUIS FARIAS MONTEMAYOR, ATTORNEY AT LAW - MONTERREY, N.L., MEXICO".*

*THE BACK SIDE OF THIS PAGE READS:*

I, JOSE ANGEL FERNANDEZ URIA, PRINCIPAL AT NOTARIAL OFFICE NUMBER TWO HUNDRED SEVENTEEN FOR THE FEDERAL DISTRICT, ACTING AS ASSOCIATE IN BOOK OF RECORDS FOR NOTARIAL OFFICE NUMBER ONE HUNDRED AND EIGHTY SIX FOR THE FEDERAL DISTRICT, WHOSE PRINCIPAL IS JUAN MANUEL ASPRON PELAYO, ATTORNEY AT LAW, CERTIFY:- - - - - THAT HIS PHOTOSTATIC COPY WRITTEN ON TWO USEFUL PAGES WITH THE FIRST ONE BEARING MY STAMP AND INITIALS, IS A TRUE AND EXACT REPRODUCTION OF ITS ORIGINAL WITH WHICH I COMPARED IT AND THAT I HAD BEFORE ME.- - - - -

THE ABOVE IS RECORDED IN REGISTRATION NUMBER FOUR THOUSAND FIVE HUNDRED EIGHTY NINE, AND REGISTERED ON THIS DATE IN THE BOOK OF RECORDS FOR DOCUMENTS CHECKED. I WITNESS.- - - - - MEXICO CITY, FEBRUARY SECOND OF TWO THOUSAND.

Vcm\* (initials in blue ink)

*[[an illegible signature in red ink]]*

**A STAMP WITH THE MEXICAN SEAL AND A LEGEND "MEXICAN UNITED STATES - JOSE ANGEL FERNANDEZ URIA - NOTARIAL OFFICE No. 217 - MEXICO, FEDERAL DISTRICT"**

**THE CENTRAL SECTION OF THIS DOCUMENT, WHERE LEFT AND RIGHT PAGES MEET, HAS IS A STAMP OVERLAPPING BOTH PAGES. THE STAMP HAS THE NATIONAL SEAL AND THE LEGEND "MEXICAN UNITED STATES - GOVERNMENT OF THE FEDERAL DISTRICT - LEGAL AND LEGISLATIVE STUDIES GENERAL DIRECTION - CONSULTING AND CONTRACTS DEPUTY DIRECTION".**

**ON THE LAST PAGE, THE SAME SEAL MENTIONED IN THE ABOVE PARAGRAPH APPEARS, OVERLAPPING THE SITE WHERE A VOUCHER IS PASTED. THE VOUCHER HAS THE NATIONAL SEAL ON THE UPPER LEFT HAND SIDE AND READS:**

MEXICO

          D.F.          

Apostille

(Convention de la Haye du 5 octobre 1961)

Duties \$ 39.00           170834

Order No.           1475          

In Mexico this public document has been signed

by JOSE ANGEL FERNANDEZ URIA, ATTORNEY AT LAW.

who acts in his position of NOTARY OF THE PUBLIC No. 217.

And bears the seal pertaining to NOTARIAL OFFICE No. 217.

Certified in MEXICO CITY, FEDERAL DISTRICT by RENATO CRESPO FLORES, ATTORNEY AT LAW, CONSULTING AND CONTRACTS DEPUTY DIRECTOR.

MEXICO CITY, FEDERAL DISTRICT, FEBRUARY 10 OF 2000.

[[an illegible signature]]  
Signature

*AT THE BOTTOM LEFT HAND SIDE OF THIS APOSTILLE, THERE IS ONE HALF OF A STAMP THAT APPARENTLY IS THE SAME AS THE ONE APPEARING AT THE TOP.*

-----

*I, GUADALUPE MELÉNDEZ DE ESCALANTE, EXPERT TRANSLATOR AUTHORIZED BY THE SUPERIOR COURT OF JUSTICE FOR THE FEDERAL DISTRICT, AS EVIDENCED IN PUBLICATION OF THE JUDICIAL BULLETIN DATED FEBRUARY 7, 1977, CERTIFY THAT: TO THE BEST OF MY KNOWLEDGE AND BELIEF, THIS IS A TRUE, CORRECT AND COMPLETE TRANSLATION OF THE DOCUMENT PRESENTED TO ME.*

*MEXICO CITY, FEDERAL DISTRICT, FEBRUARY 23, 2000.*

*Guadalupe Escalante*

**CEMEX MEXICO, S.A. DE C.V.**  
(Antes Serto Construcciones, S.A. de C.V.)



**A QUIEN CORRESPONDA:**

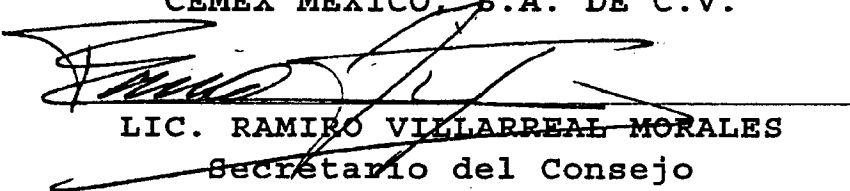
NOTARIA PUBLICA No. 120  
TITULAR  
Lic. José Luis Fariás Montemayor  
MONTERREY, N. L., MEXICO

LIC. RAMIRO VILLARREAL MORALES, en mi carácter de Secretario del Consejo de la sociedad mercantil denominada **CEMEX MEXICO, S.A. de C.V.**, hago constar y **CERTIFICO** la legal existencia de mí representada:

Que mediante Asamblea General Extraordinaria de Accionistas de **SERTO CONSTRUCCIONES, S.A. DE C.V.** se acordó entre otros la modificación a la denominación social a **CEMEX MEXICO, S.A. de C.V.** dicha Acta de Asamblea General Extraordinaria de Accionistas fue protocolizada mediante Escritura Pública No. 67623 de fecha 16 de Diciembre de 1999 pasada ante la fe del Lic. Juan Manuel García García Notario Público No. 129 con ejercicio en el Municipio de San Pedro Garza García; dicho testimonio fue inscrito en el Registro Público de la Propiedad y del Comercio de Monterrey, Nuevo León México bajo el No. 56, Vol. 211-02, Libro No. 4 Tercer Auxiliar-Actos y Contratos Diversos Sección de Comercio de fecha 06 de Enero de 2000.

Se extiende el presente para todos los efectos legales a que hubiere lugar, en la ciudad de Monterrey, capital del Estado de Nuevo León, a los 21 (veintiuno) días del mes de Enero del 2000 (Dos mil).

**CEMEX MEXICO, S.A. DE C.V.**

  
**LIC. RAMIRO VILLARREAL MORALES**  
Secretario del Consejo



PUBLICA No. 120  
 U L A R  
 Farias Montemayor  
 N. L., MEXICO

— EN LA CIUDAD DE MONTERREY, NUEVO LEON, ESTADOS UNIDOS MEXICANOS, a los 31 (treinta y un) días del mes de enero de 2000 (dos mil), ante Mí, Licenciado JOSE LUIS FARIAS MONTEMAYOR, Notario Público número 120 (ciento veinte), con autorización para ejercer en este municipio, COMPARECIO: El Licenciado RAMIRO VILLARREAL MORALES, en su carácter de secretario del consejo de administración de CEMEX MEXICO, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, quien dió por generales: Llamarse como quedó escrito, ser mexicano por nacimiento, mayor de edad, casado, originario de esta ciudad, donde nació el día 4 (cuatro) de octubre de 1947 (mil novecientos cuarenta y siete), profesionista, al corriente en el pago del impuesto sobre la renta, sin justificarlo, con registro federal de contribuyentes VIMR-471004-MQ8 y domicilio convencional en avenida Constitución poniente número 444 (cuatrocientos cuarenta y cuatro), en esta ciudad, y D I J O: que ocurre a ratificar el contenido del escrito que antecede y que reconoce como suya y de su puño y letra la firma con que lo suscribe. Todo lo cual hago constar para los efectos legales a que hubiere lugar, tomándose razón de esta RATIFICACION en el Libro de Actas Fuera de Protocolo, que lleva esta Notaría a mi cargo, bajo el número 29,255/2000 (VEINTINUEVE MIL DOSCIENTOS CINCUENTA Y CINCO DIAGONAL DOS MIL). DOY FE.

*aur*



LIC. JOSE LUIS FARIAS MONTEMAYOR

NOTARIA PUBLICA No. 120

NOTARIO PUBLICO NUMERO 120 TITULAR

Lic. José Luis Farias Montemayor  
MONTERREY, N. L., MEXICO

FAML-371126-2U3

TRADEMARK

REEL: 003244 FRAME: 0351



*Lic. Francisco Garza Calderón*  
NOTARY PUBLIC No. 75

TRANSCRIPT:

FIRST TRANSCRIPT OF PUBLIC DOCUMENT NUMBER 27,013, OF NOVEMBER 15,  
2000, MINUTES FROM THE CEMEX MEXICO, S.A. DE C.V. EXTRAORDINARY GENERAL  
SHAREHOLDER'S MEETING NOTARIZED.

ISSUED FOR USE BY:

CEMEX MEXICO, S.A. DE C.V.

---

AV. VASCONCELOS No. 1400 PTE. GROUND FLOOR  
BETWEEN DEGOLLADO AND NEIL ARMSTRONG  
TELS. 338-74-74, 338-78-58 FAX: 338-78-11  
SAN PEDRO GARZA GARCIA, N.L.

*Lic. Francisco Garza Calderón*

PRINTED SEAL WITH THE OFFICIAL INSIGNIA OF MEXICO

NOTARY PUBLIC No. 75  
TITULAR  
LIC. FRANCISCO GARZA CALDERON  
SAN PEDRO GARZA GARCIA, N.L.  
MEXICO

(ILLEGIBLE INITIALS)

STAMPED SEAL WITH THE OFFICIAL INSIGNIA OF MEXICO; READING: NOTARY PUBLIC No 75; TITULAR; LIC. FRANCISCO GARZA CALDERON; SAN PEDRO GARZA GARCIA, N.L., MEXICO; FIRST DISTRICT

----- VOLUME CXXX ----- LEDGER 3 ----- PAGE 25 -----

----- DOCUMENT NUMBER 27,013 TWENTY-SEVEN THOUSAND THIRTEEN -----

----- IN THE MUNICIPALITY OF SAN PEDRO GARZA GARCIA, NUEVO LEON, UNITED MEXICAN STATES, on the 15th fifteenth day of the month of November, 2000 two thousand.

I, Mr. FRANCISCO GARZA CALDERON, Notary Public, Titular of Notary Public Office Number (75) seventy-five, practicing in the First District, HEREBY ATTEST:- That Mr. EUTIMIO MEDELLIN TORRES appeared before me as Special Delegate in representation of the CEMEX MEXICO, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, Extraordinary General Shareholder's Meeting. I attest to know Mr. EUTIMIO MEDELLIN TORRES and consider him to have the legal authority necessary to grant the legal act in question, without any evidence to the contrary, and Mr. EUTIMIO MEDELLIN TORRES declared: -----

----- I.- That he appears, in the capacity indicated above, to NOTARIZE the Extraordinary General Shareholder's Meeting Minutes for the Company indicated above, for the Meeting held on November 15 fifteen, 2000 two thousand, at which the following was agreed: -----

----- a).- PROPOSAL, DISCUSSION, AND RESOLUTION, AS APPLICABLE, TO DIVIDE THE COMPANY, WITHOUT TERMINATION, THROUGH A ONE-TIME CONTRIBUTION OF A PORTION OF COMPANY ASSETS, LIABILITIES, AND CAPITAL TO A NEWLY CREATED COMPANY. -----

**TRUE COPY**

----- b).- APPROVAL OF THE FINANCIAL STATEMENTS PREPARED FOR DECEMBER 31, 1999, AND THE STATEMENTS THAT SHALL SERVE AS THE BASIS FOR THE DIVISION REFERRED TO IN POINT I ABOVE. -----

----- c).- DESIGNATION OF THE PERSON, OR PERSONS, AUTHORIZED TO FORMALIZE THE RESOLUTIONS ADOPTED. -----

----- II.- For this purpose, I am shown a typed copy of said Minutes, properly signed, which I, the Notary, attest to have in view and from which I transcribe the following: -----

----- CEMEX MEXICO, S.A. DE C.V. -----

----- EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING -----

----- NOVEMBER 15, 2000 -----

----- In the city of Monterrey, Nuevo León, place of business of CEMEX MEXICO, S.A. DE C.V., at 12:00 (twelve hundred) hours on November 15 (fifteen), 2000 (two thousand), the Shareholders of the company indicated met at the offices of the Company. The names of the Shareholders, or their representatives, appear on the Attendance List prepared for the Meeting, being duly signed by the Scrutineers, the original Attendance List is attached to this Record. The Shareholders met to hold an EXTRAORDINARY GENERAL SHAREHOLDER'S MEETING, announced for the day, time, and location indicated herein, as published, in accordance with Company Bylaws, in the "El Porvenir" newspaper of this city on October 13, 2000, and Shareholders representing 99.85% (ninety-nine point eight five per cent) of the shares that make up the Shareholder Capital were present, being as follows:



(ILLEGIBLE INITIALS)

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SHAREHOLDER	SHARES
CEMEX, S.A. DE C.V., Federal Taxpayer Registry No. CEM-880726-UZA, represented by Mr. Timothy R. Cottrell Doxey	7,001,187,214
EMPRESAS TOLTECA DE MEXICO, S.A. DE C.V., Federal Taxpayer Registry No. ETM-890720-DJ2, represented by Mr. Eutimio Medellín Torres	5,536,825,395
BANCOMER, S.A., Trust No. F/26264-2, represented by Mr. Artemio Salinas González	317,289,843
INTERAMERICAN INVESTMENTS INC., represented by Mr. Timothy R. Cottrell Doxey	84,332,256
CEMEX USA CEMENT OF FLORIDA, INC., represented by Mr. Timothy R. Cottrell Doxey	78,699,695
CEMENTOS DE ORIENTE, S.A. DE C.V., Federal Taxpayer Registry No. COR-780706-N69, represented by Mr. José Alberto Ghio Villarreal	12,921,969
<b>TOTAL:</b>	<u>13,031,256,372</u>

**TRUE COPY**

----- In the absence of the Chairman and Secretary of the Board of Directors and in accordance with that stipulated in the Company Bylaws, Mr. TIMOTHY R. COTTRELL DOXEY and MR. EUTIMIO MEDELLIN TORRES were designated to act as Chairman and Secretary for the Meeting, respectively, by unanimous vote of those present. -----

----- The Chairman designated Mr. José Alberto Ghio Villarreal and Mr. Artemio Salinas González as Scrutineers, who, following acceptance of their position, verified that 99.85% (ninety-nine point eight five per cent) of the Shareholder Capital was represented at the Meeting and therefore, the quorum necessary, as referred to in the Company Bylaws, to declare the Meeting properly installed, preparing the corresponding Attendance List signed by the shareholder representatives in attendance, and which is attached to the Meeting record. --

----- Following verification by the Scrutineers regarding the representation of the quorum necessary, the Chairman declared the Meeting legally open and able to attend, and resolve, the matters at hand, in accordance with that stipulated by the General Corporation and Partnership Law. -----

----- The Meeting unanimously approved the declaration of the Chairman, who proceeded to read the following: -----

----- AGENDA -----

----- I. PROPOSAL, DISCUSSION, AND RESOLUTION, AS APPLICABLE, TO DIVIDE THE COMPANY, WITHOUT TERMINATION, THROUGH A ONE-TIME CONTRIBUTION OF A PORTION OF COMPANY ASSETS, LIABILITIES, AND CAPITAL TO A NEWLY CREATED COMPANY. -----

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MEXICO

(ILLEGIBLE INITIALS)

STAMPED SEAL WITH THE OFFICIAL INSIGNIA OF MEXICO; READING:  
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TITULAR; LIC. FRANCISCO GARZA CALDERON; SAN PEDRO GARZA GARCIA, N.L., MEXICO; FIRST DISTRICT

*Lic. Francisco Garza Calderón*

----- II. APPROVAL OF THE FINANCIAL STATEMENTS PREPARED FOR DECEMBER 31, 1999, AND THE STATEMENTS THAT SHALL SERVE AS THE BASIS FOR THE DIVISION REFERRED TO IN POINT I ABOVE. -----

----- III. DESIGNATION OF THE PERSON, OR PERSONS, AUTHORIZED TO FORMALIZE THE RESOLUTIONS ADOPTED. -----

----- Following consideration of the proposed AGENDA, those in attendance unanimously approved to proceed with the points contained in said Agenda. -----

----- The Chairman moved to the FIRST POINT contained the Agenda, which reads: "PROPOSAL, DISCUSSION, AND RESOLUTION, AS APPLICABLE, TO DIVIDE THE COMPANY, WITHOUT TERMINATION, THROUGH A ONE-TIME CONTRIBUTION OF A PORTION OF COMPANY ASSETS, LIABILITIES, AND CAPITAL TO A NEWLY CREATED COMPANY."

The Chairman, having the floor, declared that he considers the one-time contribution of a portion of Company equity to two newly created companies beneficial to strengthening company operations, and for this purpose, presents the following Division Project to the Meeting for their consideration: -----

**TRUE COPY**

----- A) CEMEX MEXICO, S.A. DE C.V. as divided company without termination, shall make a one-time contribution of a portion of company assets, liabilities, and shareholder capital to two newly created companies, as partner companies. -----

----- B) The newly created companies, as partner companies, shall be named "TRADEMARKS EUROPA" and "OCEANIA COMPAÑIA DE CONCRETOS", subject to obtaining the corresponding permits from the Department of Foreign Affairs, and both companies shall have LIMITED LIABILITY VARIABLE CAPITAL status. -----

----- C) The CEMEX MEXICO, S.A. DE C.V. Financial Statements of October 31 (thirty-one), 2000 (two thousand) shall serve as the basis for the division, with no further variation permitted than those variations that occur as a result of normal business operations carried out by dividing company prior to the date on which the division legally comes into effect. -----

----- D) The division shall come into effect on dividing and partner companies on the date of the CEMEX MEXICO, S.A. DE C.V., as dividing company without termination, extraordinary general shareholder's meeting approving the division, the transfer of various asset, liability, and shareholder capital items to TRADEMARKS EUROPA, S.A. DE C.V. and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V., as partner and newly created companies, detailed below shall be carried out on the same date; however the division shall come into affect regarding third parties under the terms stipulated by the General Corporation and Partnership Law. -----

----- E) Without affecting the effects the division shall have regarding third parties under the terms of the previous point, the first fiscal year for TRADEMARKS EUROPA, S.A. DE C.V.

(ILLEGIBLE INITIALS)

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GARZA CALDERON; SAN  
PEDRO GARZA GARCIA,  
N.L., MEXICO; FIRST  
DISTRICT

and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. as partner and newly created companies, shall be from the date of notarization of their company constitutions to December 31 (thirty-one), 2000 (two thousand).-----

----- F) The one-time contribution of a portion of CEMEX MEXICO, S.A. DE C.V. assets, liabilities, and shareholder capital, as dividing company without termination, to TRADEMARKS EUROPA, S.A. DE C.V. and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. as partner and newly created companies shall be carried out in accordance with the various items described as follows:-----

----- "TRADEMARKS EUROPA, S.A. DE C.V."-----

----- (Dividing company)-----

----- ASSETS.-----

----- The amount of \$700,000.00 (SEVEN HUNDRED THOUSAND MEXICAN PESOS 00 /100) shall be transferred in cash to TRADEMARKS EUROPA, S.A. DE C.V. as partner company, from the "current" Assets account as listed on the CEMEX MEXICO, S.A. DE C.V. Financial Statements.-----

----- The assets indicated below shall be contributed to TRADEMARKS EUROPA, S.A. DE C.V., as partner company, and are intangible assets, which without being material or tangible items are of benefit to CEMEX MEXICO, S.A. DE C.V., as dividing company. These items are of an intangible nature, meaning they have no material structure. However, the fact that these items have no physical characteristics, in accordance with that indicated in Bulletin C-8 of the Generally Accepted Accounting Principles issued by the *Instituto Mexicano de Contadores Públicos*, does not impede them, in any manner, from being considered legitimate assets.-----

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----- In accordance with that established in Bulletin C-8 of the Generally Accepted Accounting Principles issued by the *Instituto Mexicano de Contadores Públicos*, the assets indicated are not incorporated in the balance statement of the dividing company, as they are considered subjective appreciations of their productive qualities, despite being developed by the dividing company, and therefore, the cited Bulletin states that said intangible assets are not required to be incorporated into the balance statement.-----

----- The intangible assets appearing on the list below, by virtue of their non-physical nature and because they are confidential information within the dividing company, are described as detailed as possible, while adhering to confidentiality restrictions.-----

----- The intangible assets under the one-time contribution, without limitation, are as follows:-----

----- 1. The ownership of CEMEX MEXICO, S.A. DE C.V. rights is contributed, rights corresponding to, and/or derived from, trademarks, invention patents, industrial models, industrial designs, and pending trademark requests, these rights are described in APPENDIX I, which forms part of this Record and are transcribed exactly.-----

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MEXICO

(ILLEGIBLE INITIALS)

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MEXICO; READING:  
NOTARY PUBLIC No 75;  
TITULAR; LIC. FRANCISCO  
GARZA CALDERON; SAN  
PEDRO GARZA GARCIA,  
N.L., MEXICO; FIRST  
DISTRICT

*Lic. Francisco Garza Calderón*

----- 2. Computer programs and applications are contributed, jointly referred to as "software", which were conceived, developed, implemented, and, as applicable, licensed to third parties, by the dividing company. -----

----- 3. All intangible assets are contributed, associated with, or related to, the marketing department of the dividing company and are considered industrial and commercial secrets, consisting of guidelines, manuals and policies for the design and implementation of publicity strategies; guidelines, manuals and policies for the implementation of promotional strategies; and data bases that contain relevant information regarding dividing company clients. -----

----- 4. All intangible assets are contributed, related to the cement, concrete, and derivative product manufacturing and production departments and those assets which create competitive advantages for the dividing company and are considered industrial and commercial secrets, consisting of production processes; manufacturing processes; technological applications for the development, support, and improvement of manufacturing and production processes; technological applications for the purpose of quality improvement and product acceptance, policies, techniques, and procedures intended to optimize production costs, instruction manuals, information, industrial and scientific experience, which contribute to the manufacturing and production processes used by dividing company affiliate or associate companies, computer applications developed by the dividing company to be used as tools in the manufacturing and production processes used by dividing company affiliate or associate companies. -----

----- 5. All intangible assets are contributed, related to the research and development department, and those assets that create competitive advantages for the dividing company and are considered industrial and commercial secrets, consisting of industrial formulas that are currently used by any dividing company affiliate or associate company, or that may be in the research or experimental stage for future use; industrial processes already implemented or in the pipeline to being implemented by any dividing company affiliate or associate company; industrial, technological, and scientific secrets intended to maximize cement and concrete quality, the development of new products, to increase efficiency in the manufacture and production of cement and concrete, and other derivative products, to test new materials and raw materials intended for the manufacture and production of cement, concrete, or any derivative product, to evaluate and optimize energy and fuel sources necessary for the manufacturing and production processes of cement, concrete and derivative products, and those processes related to environmental protection. -----

----- 6. All intangible assets shall be contributed, related to the functions and processes for the distribution of cement, concrete and derivative products, said assets creating competitive advantages for the dividing company and are considered industrial and commercial secrets, consisting of information and evaluations related to product distribution channels, design strategies to optimize product distribution channels, information and commercial secrets

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GARZA CALDERON; SAN  
PEDRO GARZA GARCIA,  
N.L., MEXICO; FIRST  
DISTRICT

related to the evaluation, selection, development, operation, and design of the product distribution channels, strategies for the generation of efficiencies through the product distribution process. -----

----- 7. All documents, manuals, instructions, policies, and any and all other information related to industrial, commercial, technological, and scientific secrets as indicated shall also be contributed. -----

----- LIABILITIES -----

----- The amount of \$100,000.00 (ONE HUNDRED THOUSAND MEXICAN PESOS 00 /100) shall be transferred to TRADEMARKS EUROPA, S.A. DE C.V., as partner company, from the "current" Liabilities account as listed on the CEMEX MEXICO, S.A. DE C.V. Financial Statements, as dividing company. As a consequence of the transfer of said liability, the partner company shall assume the payment obligation to creditor Empresas Tolteca de México, S.A. de C.V.. -----

----- Shareholder Capital -----

----- TRADEMARKS EUROPA, S.A. DE C.V. Shareholder Capital, for the purpose of the contribution derived from the division, shall be the amount of \$600,000.00 (SIX HUNDRED THOUSAND MEXICAN PESOS 00/100). -----

----- " OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. " -----

----- (Partner Company) -----

----- ASSETS -----

----- The accounts and amounts indicated as follows shall be transferred to OCEANIA PAÑIA DE CONCRETOS, S.A. DE C.V. from the Total Assets as listed on the CEMEX MEXICO, S.A. DE C.V. Financial Statements, dividing company: -----

Asset Accounts	Amounts (\$) :
Cash	8,708,161.
Inter-company short term accounts receivable	18,719,822.
Net fixed asset	334,370,421.
Investments in process	28,019,887.
Various charges	11,416,000.
<b>TOTAL ASSETS</b>	<b>\$ 401,233,291.</b>

----- LIABILITIES -----

----- The accounts and amounts indicated as follows shall be transferred to OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. from the Total Liabilities listed on the CEMEX MEXICO, S.A. DE C.V. Financial Statements, as dividing company: -----

Liability Accounts	Amounts (\$) :
Inter-company short term accounts payable	71,164,858.
<b>TOTAL LIABILITY</b>	<b>\$ 71,164,858.</b>

----- CAPITAL -----

----- The accounts and amounts indicated as follows shall be transferred to OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. from the Shareholder Equity listed on the

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OF MEXICO

NOTARY PUBLIC No. 75  
TITULAR  
LIC. FRANCISCO GARZA CALDERON  
SAN PEDRO GARZA GARCIA, N.L.  
MEXICO

*Lic. Francisco Garza Calderón*

CEMEX MEXICO, S.A. DE C.V. Financial Statements, as dividing company: -----

Shareholder Equity Accounts	Amounts (\$) :
Shareholder Capital	148,868,344.
Capital surplus (deficit)	181,200,089.
TOTAL CAPITAL CONTABLE	\$ 330,068,433.

----- The detailed description of the various items that comprise the Asset, Liability, and Shareholder Equity accounts to be transferred to OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. as newly created partner company is contained in APPENDIX 2, which forms part of the Record prepared for this extraordinary shareholder's meeting and is considered to be transcribed exactly. -----

----- G) As a result of the division, CEMEX MEXICO, S.A. DE C.V. Shareholder Capital, as dividing company, shall only be affected in its variable portion. -----

----- A total amount of \$600,000.00 (SIX HUNDRED THOUSAND MEXICAN PESOS 00/100) shall be transferred to TRADEMARKS EUROPA, S.A. DE C.V., as partner company, to establish Shareholder Capital, which shall be represented by 600 (six hundred) common, registered, released shares with a nominal value of \$1,000.00 (ONE THOUSAND MEXICAN PESOS 00/100) each, all representing the fixed portion of the Shareholder Capital. -----

----- A total amount of \$148,868,344.00 (ONE HUNDRED FORTY-EIGHT MILLION EIGHT HUNDRED SIXTY-EIGHT THOUSAND THREE HUNDRED FORTY-FOUR MEXICAN PESOS 00/100) shall be transferred to OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V., as partner company, to establish Shareholder Capital, which shall be represented by 148,868,344 (one hundred forty-eight million eight hundred sixty-eight thousand three hundred forty-four) common, registered, released shares with a nominal value of \$1.00 (ONE MEXICAN PESO 00/100) each, all of said shares representing the fixed portion of the Shareholder Capital. -----

----- H) For the purpose of determining the shareholdings of CEMEX MEXICO, S.A. DE C.V., as dividing company without termination, shareholders in the Shareholder Capital of TRADEMARKS EUROPA, S.A. DE C.V. and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. as newly created partner companies, the following percentages shall be used as a base: -----

Shareholder	Shareholdings (%)
Cemex, S.A. de C.V.	53.6498
Empresas Tolteca de México, S.A. de C.V.	42.4285
Bancomer, S.A., Trust F/26264-2	2.4314
Interamerican Investments Inc.	0.6462
Cemex USA Cement of Florida, Inc.	0.6030
Cementos de Oriente, S.A. de C.V.	0.0990
Public Investors	0.1421
Total shareholdings:	100.0000 %

----- I) Taking into consideration the shareholding percentages indicated above, the share structure for the TRADEMARKS EUROPA, S.A. DE C.V. Shareholder Capital, as newly

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created partner company, as a result of the division shall be as follows: -----

Shareholder	Shares
Cemex, S.A. de C.V.	324
Empresas Tolteca de México, S.A. de C.V.	256
Bancomer, S.A., Trust F/26264-2	14
Interamerican Investments Inc.	3
Cemex USA Cement of Florida, Inc.	3
Total shareholdings:	600

----- The number of shares indicated corresponds to the total TRADEMARKS EUROPA, S.A. DE C.V. shares that dividing company shareholders shall receive on presentation of dividend coupon number 2 (two) of their share certificates currently in circulation, issued by CEMEX MEXICO, S.A. DE C.V., dividing company without termination. -----

----- Given that the percentage of Cementos de Oriente, S.A. de C.V., legitimate owner of shares issued by CEMEX MEXICO, S.A. DE C.V., dividing company without termination, shareholdings is not sufficient for the minimum holdings required, Cementos de Oriente, S.A. de C.V. shall not have the right to receive shares representing TRADEMARKS EUROPA, S.A. DE C.V. Shareholder Capital, newly created partner company. -----

----- Owners of shares issued by CEMEX MEXICO, S.A. DE C.V., dividing company without termination, which to date are not registered in the Share Registry of this company, shall therefore only be identified as "Public Investors". Given that their percentage of shareholdings is not sufficient for the minimum holdings required, Public Investors shall not have the right to receive shares representing TRADEMARKS EUROPA, S.A. DE C.V. Shareholder Capital, newly created partner company. -----

----- J) Taking into consideration the same shareholding percentages indicated above, the OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. Shareholder Capital share structure, as newly created partner company, as a result of the division shall be as follows: -----

Shareholder	Shares
Cemex, S.A. de C.V.	79,867,942
Empresas Tolteca de México, S.A. de C.V.	63,162,977
Bancomer, S.A., Trust F/26264-2	3,619,585
Interamerican Investments Inc.	961,987
Cemex USA Cement of Florida, Inc.	897,676
Cementos de Oriente, S.A. de C.V.	147,380
Public Investors	<u>210,797</u>
Share Total:	148,868,344

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----- The number of shares indicated corresponds to the total OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. shares the shareholders of the dividing company shall receive on presenting dividend coupon number 3 (three) of their share certificates currently in circulation, issued by CEMEX MEXICO, S.A. DE C.V., dividing company without termination.

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MEXICO

(ILLEGIBLE INITIALS)

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*Lic. Francisco Garza Calderón*

----- Owners of shares issued by CEMEX MEXICO, S.A. DE C.V., dividing company without termination, which to date are not registered in the Share Registry of this company, shall therefore only be identified as "Public Investors". The distribution ratio to determine the Public Investors corresponding individual proportions, under this general concept, shall be to receive 1 (one) share representative of OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. Shareholder Capital, newly created partner company, for every 88 (eighty-eight) shares to which they are rightful owners, issued to date by the dividing company, against the presentation of the corresponding dividend coupon. -----

----- K) The TRADEMARKS EUROPA, S.A. DE C.V. and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. company bylaws shall be expressed essentially under the terms of the drafts identified as APPENDICES 3 and 4, which shall form part of the Meeting Record prepared to accredit the CEMEX MEXICO, S.A. DE C.V. extraordinary shareholder meeting, dividing company without termination. -----

----- L) The administrative and supervisory bodies of TRADEMARKS EUROPA, S.A. DE C.V. and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V., as partner companies, as well as their authorized representatives shall be persons designated under the terms and powers of the transitory dispositions contained in the draft of the company bylaws referred to in the previous point. -----

----- Taking in to consideration the above and following deliberation, the Shareholders unanimously passed the following Agreements. -----

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----- FIRST: It is hereby approved that CEMEX MEXICO, S.A. DE C.V., as dividing company without termination, make a one-time contribution of part of its assets, liabilities, and shareholder capital to two newly created companies, as partner companies, to be named TRADEMARKS EUROPA, S.A. DE C.V. and OCEANIA COMPAÑIA DE CONCRETOS, S.A. DE C.V. under the terms of the project presented at the Meeting. -----

----- SECOND: It is hereby approved to reduce, as a result of the approved division, CEMEX MEXICO, S.A. DE C.V. Shareholder Capital, in the variable portion, by the amount of \$149,468,344.00 (ONE HUNDRED FORTY-NINE MILLION FOUR HUNDRED SIXTY-EIGHT THREE HUNDRED FORTY-FOUR MEXICAN PESOS 00/100), this being the total of the amounts to be transferred from the Shareholder Capital to the partner companies. -----

----- THIRD: It is hereby approved that as there shall be a reduction in the variable portion of the Shareholder Capital and for the purposes of the division, the designation of the shares to be voided shall be, by unanimous agreement of the General Shareholders Assembly, proportionate to CEMEX MEXICO, S.A. DE C.V. current shareholder ownership, without the need for a lottery, as established in Article 135 of the General Corporation and Partnership Law. -----

----- FOURTH: It is hereby approved that a total of 149,468,344 (one hundred forty-nine



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PEDRO GARZA GARCIA,  
N.L., MEXICO; FIRST  
DISTRICT

million four hundred sixty-eight thousand three hundred forty-four) common, registered, shares with a nominal value of \$1.00 (ONE MEXICAN PESO 00/100) each be voided, of which 76,228,856 (seventy-six million two hundred twenty-eight thousand eight hundred fifty-six) shall be Series "A" shares and 73,239,488 (seventy-three million two hundred thirty-nine four hundred eighty-eight) shall be Series "B" shares, all of which representative of the variable portion of CEMEX MEXICO, S.A. DE C.V. Shareholder Capital, based on the following shareholdings: -----

----- A) 80,197,942 (eighty million one hundred ninety-seven thousand nine hundred forty-two) shares correspond to shareholder Cemex, S.A. de C.V., of which 76,228,856 (seventy-six million two hundred twenty-eight thousand eight hundred fifty-six) shall be Series "A" shares and 3,969,086 (three million nine hundred sixty-nine thousand eighty-six) shall be Series "B" shares; -----

----- B) 63,432,977 (sixty-three million four hundred thirty-two thousand nine hundred seventy-seven) Series "B" shares correspond to shareholder Empresas Tolteca de México, S.A. de C.V.; -----

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----- C) 3,619,585 (three million six hundred nineteen thousand five hundred eighty-five) Series "B" shares correspond to shareholder Bancomer, S.A., Trust F/26264-2; -----

----- D) 961,987 (nine hundred sixty-one thousand nine hundred eighty-seven) Series "B" shares correspond to shareholder Interamerican Investments Inc.; -----

----- E) 897,676 (eight hundred ninety-seven thousand six hundred seventy-six) Series "B" shares correspond to shareholder Cemex USA Cement of Florida, Inc.; -----

----- F) 147,380 (one hundred forty-seven thousand three hundred eighty) Series "B" shares correspond to shareholder Cementos de Oriente, S.A. de C.V.; and -----

----- G) 210,797 (two hundred ten thousand seven hundred ninety-seven) Series "B" shares correspond to Public Investor. -----

----- FIFTH: It is hereby approved that for the nullification of the 210,797 (two hundred ten thousand seven hundred ninety-seven) Series "B" shares corresponding to Public Investors, the ratio of 1 (one) share for every 88 (eighty-eight) shares currently in circulation issued by CEMEX MEXICO, S.A. DE C.V. to be voided shall be considered. -----

----- SIXTH: New definitive share certificates that represent CEMEX MEXICO, S.A. DE C.V. Shareholder Capital following the division shall be issued for their distribution to the Shareholders, in exchange for their current shares, in order to proceed with the nullification referred to in the agreements above. -----

----- SEVENTH: The publication of the reduction of the Shareholder Capital three times in the Official Gazette of the State of Nuevo León, at ten day intervals, under the terms of Article 9 of the General Corporation and Partnership Law is hereby authorized. -----

----- The Chairman moved to the SECOND POINT on the Agenda, which reads: "

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APPROVAL OF THE FINANCIAL STATEMENTS PREPARED TO DECEMBER 31, 1999, AND THE STATEMENTS THAT SHALL SERVE AS THE BASIS FOR THE DIVISION REFERRED TO IN POINT I ABOVE." The Chairman, having the floor, presented the Company Financial Statements for December 31 (thirty-one), 1999 (nineteen hundred ninety-nine) prepared by KPMG Cárdenas Dosal, S.C. as external auditor for the consideration of the Shareholders present, as well as the Company Financial Statements for October 31 (thirty-one), 2000 (two thousand), which shall serve as the basis for the purpose of the agreed division. Following analysis and discussion of the Financial Statements, the following agreement was passed unanimously. -----

----- EIGHTH: The CEMEX MEXICO, S.A. DE C.V. Financial Statements for December 31 (thirty-one), 1999 (nineteen hundred ninety-nine) prepared by KPMG Cárdenas Dosal, S.C. as external auditor and the Company Financial Statements for October 31 (thirty-one), 2000 (two thousand), which shall serve as the basis for the purpose of the division approved by this Assembly are hereby approved. The Financial Statements are attached to the Meeting Record prepared for the purpose of this Shareholders Meeting. -----

----- The Chairman moved to the THIRD and LAST POINT on the Agenda, which reads: " III. DESIGNATION OF THE PERSON, OR PERSONS, AUTHORIZED TO FORMALIZE THE RESOLUTIONS ADOPTED." In order to execute and formalize the resolutions adopted above, the following Agreements were adopted. -----

----- NINTH: Mr. TIMOTHY R. COTTRELL DOXEY, MR. EUTIMIO MEDELLIN TORRES, MR. JOSE ALBERTO GHIO VILLARREAL, MR. ARTEMIO SALINAS GONZALEZ, MR. LUIS GERARDO GONZALEZ VILLARREAL, MR. LUIS OCTAVIO GUTIERREZ PARADA, MR. RAUL BENAVIDES, AND MR. ARMANDO JAVIER PEREZ HERRERA are hereby authorized, so that jointly, or separately, they shall appear before a Notary Public to notarize the Minutes from this Shareholder's Meeting, to formalize the Resolutions adopted, register said Minutes with the corresponding Public Commerce Registry, carry out the necessary publications, issue the corresponding notifications for the division to come into full effect, and to formalize, before a Notary Public, the constitution of the divided companies under the terms approved by this Assembly. -----

----- TENTH: MR. TIMOTHY R. COTTRELL DOXEY, MR. EUTIMIO MEDELLIN TORRES, MR. JOSE ALBERTO GHIO VILLARREAL, MR. ARTEMIO SALINAS GONZALEZ, MR. LUIS GERARDO GONZALEZ VILLARREAL, MR. LUIS OCTAVIO GUTIERREZ PARADA, MR. RAUL BENAVIDES, AND MR. ARMANDO JAVIER PEREZ HERRERA, are hereby authorized, so that jointly, or separately, they shall appear before the proper authorities and sign, present and/or receive all class of declaration, notification, requirement, or documentation related to the division approved by this Assembly, present the notifications corresponding to the Federal Taxpayer Registry, and therefore be authorized to receive, present, accept, refuse, process, and sign all class of document which, directly, or indirectly, may be related to the powers conferred herein. -----

----- With no other matters to discuss, the Meeting was brought to a close and suspended for the period necessary for the Secretary to prepare these Minutes. The Secretary then proceeded to read the Minutes and said Minutes were approved by the unanimous vote of the Shareholder representatives present, the Minutes were signed by the Chairman, the Secretary, and the Commissioner, the Chairman and Secretary acting ...

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*Lic. Francisco Garza Calderón*

... and four of the Federal Civil Code, which states:

----- "ARTICLE 2448:- Regarding all general powers required for legal action and collection, a statement that grants all general and special powers that require special clause in accordance with the Law shall be sufficient, for said powers to be conferred without limitation. Regarding, general powers to administrate assets, a declaration that states the powers are granted with this character shall be sufficient, for the authorized representative to have all class of administrative powers. Regarding general powers to exercise acts of ownership, a declaration that states the powers are granted with this character shall be sufficient, for the authorized representative to have all class of ownership powers, regarding assets and the authority to act in the defense of said assets. In the event the powers described in the three cases above are to be limited, the limitations shall be specified, or the powers shall be special. Notaries shall insert this Article in the documents they notarize regarding powers."

----- THIS FIRST TRANSCRIPT I hereby issue for the use of CEMEX MEXICO, LIMITED LIABILITY VARIABLE CAPITAL COMPANY was copied from the originals held in the VOLUME, LEDGER, PAGE, AND NUMBER indicated at the beginning of this Notarized Document and in the Appendix hereunder.- This document contains (57) fifty-seven pages duly authenticated as true copies.- In the Municipality of San Pedro Garza Garcia, Nuevo León, on the 15th (fifteenth) day of November, 2000 (two thousand).- I ATTEST.

**TRUE COPY**

(ILLEGIBLE SIGNATURE)

LIC. FRANCISCO GARZA CALDERON  
NOTARY PUBLIC NUMBER 75  
GACF-300107-6V6

987/iv.mtz.  
Lulu

REGISTERED UNDER No. 4544, VOL. 1  
FIRST LEDGER, PUBLIC COMMERCE  
REGISTRY, FIRST DISTRICT.  
MONTERREY, N.L. ON 15, 11, 2000

PUBLIC COMMERCE REGISTRAR

(ILLEGIBLE SIGNATURE)

*Lic. Pedro Rodríguez Arjona*

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NOV 15 14:57

NOTARIZED DOCUMENT NO. 69,419  
I, Mr. FRANCISCO GARZA CALDERON, Notary Public,  
Titular of Notary Public Office Number seventy-five in  
this municipality; A T T E S T: That this photocopy of  
fifty-seven (ORIGINAL), is a true copy of the  
original, that I have in view and return to the  
appearing party, who signs in receipt. This document is  
issued at the request of the Interested Party.

San Pedro Garza Garcia, N.L. on November , 9,  
2001.- I ATTEST.  
(ILLEGIBLE SIGNATURE)  
LIC. FRANCISCO GARZA CALDERON  
NOTARY PUBLIC No. 75  
GACF-300107-6V6

STAMPED SEAL WITH THE OFFICIAL  
INSIGNIA OF MEXICO, READING: NOTARY  
PUBLIC No. 75; TITULAR: LIC. FRANCISCO  
GARZA CALDERON; SAN PEDRO GARZA  
GARCIA; N.L., MEXICO; 4, FIRST  
DISTRICT

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MEXICO, READING: UNITED  
MEXICAN STATES, GOVERN-  
MENT OF THE STATE OF  
NUEVO LEÓN; GENERAL  
SECRETARY; DEPARTMENT  
OF CERTIFICATION

APOSTILLE No. 1518/05  
MARCH 17, 2005

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MEXICO, READING: UNITED	
MEXICAN STATES	
<b>N.L.</b>	<b>Apostille</b>
	(Convention de La Haye du 5 octobre 1961)
	Fees <u>\$227.00</u>
	Order No. <u>1518/05</u>
This public document has been signed in Mexico	
by <u>MR. FRANCISCO GARZA CALDERON</u>	
acting in his position of <u>NOTARY PUBLIC TITULAR NUMBER</u>	
<u>75 OF THE FIRST DISTRICT IN SAN PEDRO GARZA GARCIA,</u>	
<u>NUEVO LEON</u>	
and is stamped with the seal corresponding to <u>NOTARY PUBLIC</u>	
<u>NUMBER 129 OF THE FIRST DISTRICT IN SAN PEDRO GARZA</u>	
<u>GARCIA, NUEVO LEON</u>	
Certified in <u>MONTERREY, NUEVO LEON</u> by <u>MS. MARCELA</u>	
<u>DENISSE LEAL ALANIS, CERTIFICATION DEPARMENT HEAD</u>	
March <u>17</u> , 2005	
(ILLEGIBLE SIGNATURE)	
STAMPED SEAL WITH THE	Signature
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MEXICO, READING: UNITED	
MEXICAN STATES, GOVERN-	
MENT OF THE STATE OF	
NUEVO LEÓN; GENERAL	
SECRETARY; DEPARTMENT	
OF CERTIFICATION	

## APPENDIX I

"TRADEMARKS EUROPA, S.A. DE C.V."  
(Partner Company)

A. OWNERSHIP OF RIGHTS IN MEXICO

(ILLEGIBLE INITIALS)

1. TRADEMARKS

	<u>Registered trademarks</u>	<u>File</u>	<u>Registry</u>	<u>Date of Registry</u>
	ADOSA	214303	490063	April 25, 1995
	ADOSA	214299	483770	January 19, 1995
	ADOSA	214298	483769	January 19, 1995
STAMPED SEAL	GUADALAJARA	128529	412492	May 6, 1992
WITH THE OFFICIAL	GUADALAJARA	128530	412493	May 6, 1992
INSIGNIA OF MEX-	GUADALAJARA	133171	222043	February 19, 1979
ICO; READING:	GUADALAJARA	133172	222044	February 19, 1979
NOTARY PUBLIC	WITHOUT NAME	154299	438092	July 23, 1993
No 75; TITULAR:	YAQUI	210723	477885	October 25, 1994
FRANCISCO GARZA	YAQUI	210721	477883	October 25, 1994
CALDERON; PEDRO	YAQUI	210722	477884	October 25, 1994
GARZA GARCIA, N.L.	CALIFORNIA	223033	490712	May 2, 1995
MEXICO; FIRST	CALIFORNIA	223033	578946	June 24, 1998
DISTRICT	CALIFORNIA	223034	490711	May 2, 1995
	GALLO	151778	433163	April 15, 1993
	GALLO	151779	447671	November 29, 1993
	GALLO	151780	494640	June 15, 1995
	GALLO EXPRESS	303738	622425	September 17, 1999
	GALLO EXPRESS	303739	622456	September 17, 1999
	GALLO EXPRESS	303740	557973	August 29, 1997
	GALLO EXPRESS	303741	557974	August 29, 1997
	FERROCEMENTO	276166	534815	October 28, 1996
	TOLTECA	128537	411943	April 29, 1992
	TOLTECA	128535	411941	April 29, 1992
	TOLTECA	252493	515724	January 29, 1996
	TOLTECA	128528	411937	April 29, 1992
	OLMECA	281644	539141	December 18, 1996

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B. OWNERSHIP OF RIGHTS OUTSIDE OF MEXICO

9. TRADEMARKS IN THE UNITED STATES

<u>Requested Trademarks</u>	<u>Class</u>	<u>Registry</u>	<u>Date Presented</u>
TOLTECA	19	Pending	October 23, 1996
WITHOUT NAME	19	Pending	October 23, 1996

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CALDERON; PEDRO  
GARZA GARCIA, N.L.  
MEXICO; FIRST  
DISTRICT

15. TRADEMARKS IN PERU

<u>Registered Trademarks</u>	<u>Class</u>	<u>Registry</u>	<u>Date of Registry</u>
TOLTECA & DESIGN	19	28822	August 29, 1996
WITHOUT NAME	19	28823	August 29, 1996

16. TRADEMARKS IN THE DOMINICAN REPUBLIC

<u>Registered Trademarks</u>	<u>Class</u>	<u>Registry</u>	<u>Date of Registry</u>
TOLTECA & DESIGN	19	85461	May 15, 1996
WITHOUT NAME	19	85460	April 15, 1996

(ILLEGIBLE INITIALS)

**TRUE COPY**17. TRADEMARKS IN URUGUAY

<u>Registered Trademarks</u>	<u>Class</u>	<u>Registry</u>	<u>Date of Registry</u>
TOLTECA & DESIGN	19	292361	October 26, 1998
WITHOUT NAME	19	292362	October 26, 1998

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PUBLIC No 75; TITULAR;  
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CALDERON; PEDRO  
GARZA GARCIA, N.L.  
MEXICO; FIRST  
DISTRICT

18. TRADEMARKS IN VENEZUELA

<u>Registered Trademarks</u>	<u>Class</u>	<u>Registry</u>	<u>Date of Registry</u>
TOLTECA DESIGN	19	74982	
WITHOUT NAME	19	Pending	October 28, 1996

(ILLEGIBLE SIGNATURE)

\_\_\_\_\_  
TIMOTHY R. COTTRELL DOXEY  
Chairman

(ILLEGIBLE SIGNATURE)

\_\_\_\_\_  
EUTIMIO MEDELLIN TORRES  
Secretary



THIS ATTACHMENT FORMS PART OF PUBLIC DOCUMENT NUMBER  
27,013, DATED NOVEMBER 15, 2000.- I ATTEST.

(ILLEGIBLE SIGNATURE)  
LIC. FRANCISCO GARZA CALDERON  
NOTARY PUBLIC NUMBER 75  
GACF-300107-6V6

*Lic. Francisco Garza Calderón*

NOTARIO PUBLICO No. 75

TESTIMONIO:

PRIMER TESTIMONIO DE LA ESCRITURA PUBLICA NUMERO 27,013 DE FECHA 15 DE NOVIEMBRE DE 2000, LA CUAL CONTIENE LA PROTOCOLIZACION DE LA ASAMBLEA GENERAL EXTRAORDINARIA DE ACCIONISTAS DE CEMEX MEXICO, S.A. DE C.V.

QUE SE EXPIDE PARA USÓ DE:

CEMEX MEXICO, S.A. DE C.V.

---

AV. VASCONCELOS No. 1400 PTE. PLANTA BAJA  
ENTRE DEGOLLADO Y NEIL ARMSTRONG  
TELS. 338-74-74, 338-78-58 FAX: 338-78-11  
SAN PEDRO GARZA GARCIA, N. L.



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SAN PEDRO GARZA GARCIA, N.L.  
MEXICO

*Lic. Francisco Garza Calderón*

----- VOLUMEN CXXX ----- LIBRO 3 ----- FOJA 25 -----

----- ESCRITURA NUMERO 27.013 VEINTISIETE MIL TRESCIENTOS -----

----- EN EL MUNICIPIO DE SAN PEDRO GARZA GARCIA, NUEVO LEÓN, ESTADOS UNIDOS MEXICANOS, a los 15 quince días del mes de Noviembre de 2000 dos mil, Yo, Licenciado FRANCISCO GARZA CALDERON, Notario Público Titular de la Notaría Pública Número (75) setenta y cinco, en ejercicio en el Primer Distrito, HAGO CONSTAR:- Que ante mí compareció el señor Contador Público EUTIMIO MEDELLIN TORRES, en su carácter de Delegado Especial de la Asamblea General Extraordinaria de Accionistas de la Sociedad denominada CEMEX MEXICO, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, a quien doy Fe de conocer y considero con la capacidad legal necesaria para otorgar el acto jurídico de que se trata, sin que me conste nada en contrario, y me manifestó: -----

----- I.- Que ocurre con el carácter antes indicado, a PROTOCOLIZAR el acta de la Asamblea General Extraordinaria de Accionistas de la citada Sociedad, celebrada el día 15 quince de Noviembre de 2000 dos mil, en la cual se acordó lo siguiente: -----

----- a).- PROPOSICION, DISCUSION Y RESOLUCION, EN SU CASO, PARA ESCINDIR LA SOCIEDAD, SIN EXTINGUIRSE, MEDIANTE LA APORTACION EN BLOQUE DE PARTE DE SU ACTIVO, PASIVO Y CAPITAL A UNA SOCIEDAD DE NUEVA CREACION.-----

----- b).- APROBACION DE LOS ESTADOS FINANCIEROS DICTAMINADOS AL 31 DE DICIEMBRE DE 1999, ASI COMO DE LOS QUE SERVIRAN DE BASE PARA LA ESCISION A QUE SE REFIERE EL PUNTO I ANTERIOR.-----

----- c).- DESIGNACION DE LA PERSONA O PERSONAS ENCARGADAS DE FORMALIZAR LOS ACUERDOS ADOPTADOS.-----

----- II.- Al efecto me exhibe versión mecanografica de dicha acta, debidamente firmada, la cual Yo, el Notario, doy fe tener a la vista y transcribo a continuación, a la letra, como sigue: -----

----- CEMEX MEXICO, S.A. DE C.V. -----  
----- ASAMBLEA GENERAL EXTRAORDINARIA DE ACCIONISTAS -----  
----- NOVIEMBRE 15 DE 2000 -----

----- En la ciudad de Monterrey, Nuevo León, domicilio social de CEMEX MEXICO, S.A. DE C.V., siendo las 12:00 (doce) horas del día 15 (quince) del mes de Noviembre de 2000 (dos mil), se reunieron en las

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Oficinas de la Sociedad los Accionistas de la citada empresa, cuyos nombres de sus representantes aparecen en la Lista de Asistencia al efecto preparada y debidamente firmada por los Escrutadores, de la que el original se agrega a la presente Acta, para celebrar ASAMBLEA LIC. FRANCISCO GARZA CALDERON  
 Secretario General de la Empresa  
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de CEMEX S.A. DE ACCIONISTAS, que fue convocada para dichos día, hora y lugar, según publicación hecha de conformidad con los Estatutos Sociales en el periódico "El Porvenir" de esta ciudad el día 31 de Octubre de 2000, habiendo estado presentes Accionistas que representan el 99.85% (noventa y nueve punto ochenta y cinco por ciento) de las acciones que integran el Capital Social y que fueron como sigue:-----

ACCIONISTAS	ACCIONES
CEMEX, S.A. DE C.V., con Registro Federal de Contribuyentes No. CEM-880726-UZA, representada por el Sr. Timothy R. Cottrell Doxey	7,001'187,214
EMPRESAS TOLTECA DE MEXICO, S.A. DE C.V., con Registro Federal de Contribuyentes No. ETM-890720-DJ2, representada por el Sr. C.P. Eutimio Medellín Torres	5,536'825,395
RANCOMER, S.A., Fideicomiso No. F/26264-2, representada por el Sr. C.P. Artemio Salinas González	317'289,843
INTERAMERICAN INVESTMENTS INC., representada por el Sr. Timothy R. Cottrell Doxey	84'332,256
CEMEX USA CEMENT OF FLORIDA, INC., representada por el Sr. Timothy R. Cottrell Doxey	78'699,695
CEMENTOS DE ORIENTE, S.A. DE C.V., con Registro Federal de Contribuyentes No. CDR-780706-N69, representada por el Sr. Lic. José Alberto Ghio Villarreal	12'921,969
T O T A L :	<u>13,031'256,372</u>

----- En ausencia del Presidente y Secretario del Consejo de Administración y de conformidad con lo dispuesto por los Estatutos Sociales, por unanimidad de los concurrentes se designó a los señores TIMOTHY R. COTTRELL DOXEY y EUTIMIO MEDELLIN TORRES, para actuar como Presidente y Secretario de la presente Asamblea.-----

----- El Presidente designó como Escrutadores a los Señores Lic. José Alberto Ghio Villarreal y C.P. Artemio Salinas González, quienes después de aceptar su cargo, certificaron que en la Asamblea de relación se encontró representado el 99.85% (noventa y nueve punto ochenta y cinco por ciento) del Capital Social y por ende, el quórum necesario al que se refieren los Estatutos Sociales para declarar



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instalada legítimamente la Asamblea, levantándose al efecto la Lista correspondiente que firmaron los representantes de los accionistas asistentes y que se agrega al expediente de la Asamblea.

En virtud de la certificación de los Escrutadores, respectiva la representación del quórum necesario, el Presidente declaró a la Asamblea legalmente instalada y con aptitud para tratar y resolver los asuntos que la motivan, de conformidad con lo dispuesto por la Ley General de Sociedades Mercantiles.

La Asamblea, por unanimidad de votos de los presentes, aprobó la declaratoria del Presidente, procediéndose a dar lectura a la siguiente

ORDEN DEL DIA

I. PROPOSICION, DISCUSION Y RESOLUCION, EN SU CASO, PARA ESCINDIR LA SOCIEDAD, SIN EXTINGUIRSE, MEDIANTE LA APORTACION EN BLOQUE DE PARTE DE SU ACTIVO, PASIVO Y CAPITAL A UNA SOCIEDAD DE NUEVA CREACION.

II. APROBACION DE LOS ESTADOS FINANCIEROS DICTAMINADOS AL 31 DE DICIEMBRE DE 1999, ASI COMO DE LOS QUE SERVIRAN DE BASE PARA LA ESCISION A QUE SE REFIERE EL PUNTO ANTERIOR.

III. DESIGNACION DE LA PERSONA O PERSONAS ENCARGADAS DE FORMALIZAR LOS ACUERDOS ADOPTADOS.

Una vez considerada la ORDEN DEL DIA que se propone, los presentes aprueban por unanimidad de votos proceder al desahogo de la misma.

El Presidente pasó a desahogar el PRIMER PUNTO contenido en la

Orden del Día que dice: "I. PROPOSICION, DISCUSION Y RESOLUCION, EN SU CASO, PARA ESCINDIR LA SOCIEDAD, SIN EXTINGUIRSE, MEDIANTE LA APORTACION EN BLOQUE DE PARTE DE SU ACTIVO, PASIVO Y CAPITAL A UNA SOCIEDAD DE NUEVA CREACION." El señor Presidente en uso de la palabra manifestó que considera conveniente la aportación en bloque de parte del patrimonio de la Sociedad a dos sociedades de nueva creación, con el fin de dar mayor solidez a sus operaciones sociales, por lo cual pone a consideración de la Asamblea el siguiente Proyecto de Escisión:

A) CEMEX MEXICO, S.A. DE C.V., como sociedad escidente y sin extinguirse, aporta en bloque parte de su activo, pasivo y capital

**COTEJADO**



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social, sociedades de nueva creación, como sociedades escindidas.

----- sociedades de nueva creación, como sociedades escindidas.

tendrán las denominaciones sociales de «TRADEMARKS EUROPA» y

LIC. FRANCISCO GARCÍA CALDERÓN  
San Pedro Garza García, N.L., México  
Operación de Comercio

«OCEANIA COMPANIA DE CONCRETOS», sujeto a la obtención de los permisos correspondientes por parte de la Secretaría de Relaciones Exteriores, y ambas tendrán por naturaleza jurídica el ser SOCIEDADES ANONIMAS DE CAPITAL VARIABLE.-----

----- C) Los Estados Financieros de CEMEX MEXICO, S.A. DE C.V. que sirven como base para la escisión son al 31 (treinta y uno) de Octubre de 2000 (dos mil), sin más variaciones admisibles que aquellas a que hubiere dado lugar operaciones normales celebradas por la sociedad escidente hasta la fecha en que la escisión surta efectos legalmente.

----- D) La escisión surtirá sus efectos entre las sociedades escidente y escindidas a partir de la fecha de celebración de la asamblea extraordinaria de accionistas de CEMEX MEXICO, S.A. DE C.V. que apruebe la escisión, como sociedad escidente y que subsiste, transfiriéndose en esa misma fecha los diversos conceptos de activo, pasivo y capital social en favor de TRADEMARKS EUROPA, S.A. DE C.V. y OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. como sociedades escindidas y de nueva creación; sin embargo, surtirá efectos contra terceros en los términos de lo dispuesto por la Ley General de Sociedades Mercantiles.-----

----- E) Sin perjuicio de que la escisión surta sus efectos contra terceros en los términos del apartado anterior, el primer ejercicio social de TRADEMARKS EUROPA, S.A. DE C.V. y OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. como sociedades escindidas y de nueva creación, será de la fecha de otorgamiento del testimonio de la constitutiva hasta el 31 (treinta y uno) de Diciembre de 2000 (dos mil).-----

----- F) La aportación en bloque de parte del activo, pasivo y capital social de CEMEX MEXICO, S.A. DE C.V. como sociedad escidente y sin extinguirse, a las sociedades TRADEMARKS EUROPA, S.A. DE C.V. y OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. como sociedades escindidas y de nueva creación, se llevará a cabo de acuerdo a los diversos conceptos que se describen a continuación:-----



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TRADEMARKS EUROPA, S.A. DE C.V.

(Sociedad escindida)

ACTIVO.

De la cuenta del Activo denominada "circulante" reconocida en los Estados Financieros de CEMEX MEXICO, S.A. DE C.V. como sociedad escidente, se transferirán a TRADEMARKS EUROPA, S.A. DE C.V. como sociedad escindida, la cantidad de \$700,000.00 (SETECIENTOS MIL PESOS 00/100 M.N.) en efectivo.

El activo que se señala a continuación será aportado a TRADEMARKS EUROPA, S.A. DE C.V. como sociedad escindida y son activos intangibles que sin ser materiales o corpóreos son aprovechables en los fines de CEMEX MEXICO, S.A. DE C.V. como sociedad escidente. En efecto, se trata de bienes de naturaleza incorporea, o sea, que no tiene una estructura material. No obstante, el hecho de que carezca de características físicas, conforme a lo señalado en el Boletín C-8 de los Principios de Contabilidad Generalmente Aceptados emitidos por el Instituto Mexicano de Contadores Públicos, no impide de ninguna manera que se les pueda considerar como activos legítimos. Su característica de activos se las da su significación económica, más que su existencia material específica.

**COTEJADO**

Conforme a lo previsto en el Boletín C-8 de los Principios de Contabilidad Generalmente Aceptados emitidos por el Instituto Mexicano de Contadores Públicos, los activos que se indican no están incorporados al balance general de la sociedad escidente, ya que, aún cuando han sido desarrollados por la sociedad escidente, obedece al resultado de apreciaciones subjetivas de cualidades productivas de la misma y por lo tanto, en el citado Boletín se señala que no se requiere que sean incorporados al balance general.

La descripción de activos intangibles de la lista a continuación, en virtud de su naturaleza incorporea y por tratarse de información de carácter confidencial para la sociedad escidente, se describe en la forma más detallada posible.

Los activos intangibles que se aportan en el bloque y sin limitación alguna, son los siguientes:

1. Se aporta la titularidad de los derechos que corresponden a

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GEMEX S.A. DE C.V. derivados de las marcas, patentes de invención, modelos industriales, diseños industriales y solicitudes de marcas de resolverse su registro, mismos que se describen en

LIC FRANCISCO GARZA CALDERON forma parte integrante de la presente acta y queda transcrita como si se insertase a la letra.

2. Se aportan los programas y aplicaciones informáticas, comúnmente conocidos como "software", que fueron concebidos, desarrollados, implementados y, en su caso, licenciados a terceros, por la sociedad escidente.

3. Se aportan todos los activos intangibles que se encuentran asociados o relacionados con el área de mercadotecnia de la sociedad escidente y que como tales le otorgan ventajas competitivas a la sociedad escidente y se consideran secretos industriales y comerciales, consistentes en normas, manuales y políticas para el diseño e implementación de estrategias de publicidad; normas, manuales y políticas para la instrumentación de estrategias de promoción; bases de datos que contengan información relevante respecto de los clientes de la sociedad escidente.

4. Se aportan todos los activos intangibles relacionados con el área de fabricación y producción de cemento, de concreto y de cualquiera de los productos derivados del cemento y del concreto y que como tales le otorgan ventajas competitivas a la sociedad escidente y se consideran secretos industriales y comerciales, consistentes en procesos de producción; procesos de fabricación; aplicaciones tecnológicas destinadas a desarrollar, soportar y mejorar los procesos de fabricación y producción; aplicaciones tecnológicas que tienen como objeto mejorar la calidad y aceptación del producto, políticas, técnicas y procedimientos destinados a la optimización de los costos de producción, manuales instructivos, informaciones y experiencias, tanto industriales como científicas, que contribuyen al proceso de fabricación y producción que desarrollan las sociedades afiliadas y demás partes relacionadas de la sociedad escidente, aplicaciones de tipo informático o computacional, desarrolladas por la sociedad escidente, que sean utilizadas como herramientas en el proceso de fabricación y producción llevado a cabo por las sociedades afiliadas y





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demás partes relacionadas de la sociedad escidente.-----

----- 5. Se aportan todos los activos intangibles relacionados con el área de investigación y desarrollo y que como tales le otorgan ventajas competitivas a la sociedad escidente y se consideran secretos industriales y comerciales, consistentes en fórmulas industriales que se encuentren en uso por cualquier empresa que sea afiliada o que sea parte relacionada de la sociedad escidente, o bien, que se encuentren en etapa de investigación o experimentación para su uso futuro; procesos industriales implementados o en vías de ser implementados por cualquier empresa afiliada, o por empresas que sean partes relacionadas de la sociedad escidente; secretos industriales, tecnológicos y científicos destinados a maximizar la calidad del cemento y del concreto, al desarrollo de nuevos productos, a incrementar la eficiencia en la fabricación y producción del cemento, del concreto y de los demás productos derivados de los mismos, a probar nuevos materiales y materias primas destinadas a la fabricación y producción del cemento, concreto y cualquier producto derivado de éstos, a evaluar y optimizar las fuentes de energía y combustible necesarias para el proceso de fabricación y producción de cemento, concreto y los productos derivados de éstos, así como los relacionados con la protección del medio ambiente.-----

**COTEJADO**

----- 6. Se aportan todos los activos intangibles relacionados con las funciones y los procesos de distribución de cemento, de concreto y de los productos derivados de los mismos y que como tales le otorgan ventajas competitivas a la sociedad escidente y se consideran secretos industriales y comerciales, consistentes en informaciones y evaluaciones relativas a los canales de distribución de los productos, diseño de estrategias para la optimización de los canales de distribución de los productos, informaciones y secretos comerciales relacionados con la evaluación, selección, desarrollo, operación y diseño de canales de distribución de los productos, estrategias para la generación de eficiencias a través del proceso de distribución de los productos.-----

----- 7. Se aportan también todos los documentos, manuales, instructivos, políticas y cualquier información relacionada con los

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secretos industriales, comerciales, tecnológicos y científicos que se  
indican a continuación:

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San Pedro Garza García, N.L., México

Los Estados Financieros de CEMEX MEXICO, S.A. DE C.V. como sociedad  
escidente, se transferirán a TRADEMARKS EUROPA, S.A. DE C.V. como  
sociedad escindida, la cantidad de \$100,000.00 (CIEN MIL PESOS 00/100  
M.N.). Como consecuencia de la transferencia de dicho pasivo, la  
sociedad escindida asumirá como propia la obligación de pago en favor  
del acreedor denominado Empresas Tolteca de México, S.A. de C.V.

CAPITAL SOCIAL

El Capital Social de TRADEMARKS EUROPA, S.A. DE C.V., con motivo  
de la aportación derivada de la escisión, será la cantidad de  
\$600,000.00 (SEISCIENTOS MIL PESOS 00/100 M.N.).

OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V.

(Sociedad escindida)

ACTIVO

Del total del Activo reconocido en los Estados Financieros de  
CEMEX MEXICO, S.A. DE C.V. como sociedad escidente, se transferirán a  
OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. las cuentas y por los  
montos indicados a continuación:

Cuentas del Activo	Montos (\$):
Rancos	8'708,161.
Intercompañías por cobrar a corto plazo	18'719,822.
Activo fijo neto	334'370,421.
Inversiones en proceso	28'019,887.
Cargos diferidos	11'416,000.
TOTAL ACTIVO	\$ 401'233,291.

PASIVO

Del total del Pasivo reconocido en los Estados Financieros de  
CEMEX MEXICO, S.A. DE C.V. como sociedad escidente, se transferirán a  
OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. las cuentas y por los  
montos indicados a continuación:

Cuentas del Pasivo	Montos (\$):
Intercompañías por pagar a corto plazo	71'164,858.
TOTAL PASIVO	\$ 71'164,858.

CAPITAL

Del total del Capital Contable reconocido en los Estados



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Financieros de CEMEX MEXICO, S.A. DE C.V. como sociedad escidente, se transferirán a OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. cuentas y por los montos indicados a continuación:-----

Cuentas del Capital Contable  
 Capital Social  
 Exceso (insuficiencia) de Capital  
 TOTAL CAPITAL CONTABLE

Montos (\$) :  
 148'868'344  
 148'1200,089  
 \$ 330'068,433

----- La descripción detallada de los diversos conceptos que integran las cuentas del Activo, Pasivo y Capital Contable que serán transferidos a OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. como sociedad escindida y de nueva creación, se expresan en el ANEXO 2 el cual forma parte integrante del acta que se levante con motivo de esta asamblea extraordinaria de accionistas para efectos de considerarse como si se insertase a la letra.-----

----- G) Como consecuencia de la escisión, el Capital Social correspondiente a CEMEX MEXICO, S.A. DE C.V. en su carácter de sociedad escidente, sólo será afectado en su parte variable.-----

----- Se transferirán en favor de TRADEMARKS EUROPA, S.A. DE C.V., en su carácter de sociedad escindida y por concepto de Capital Social de ésta, la cantidad total de \$600,000.00 (SEISCIENTOS MIL PESOS 00/100 M.N.), mismo que estará representado por 600 (seiscientos) acciones ordinarias, nominativas y liberadas con valor nominal de \$1,000.00 (UN MIL PESOS 00/100 M.N.) cada una, todas ellas representativas de la parte fija del Capital Social.-----

**COTEJADO**

----- Se transferirán en favor de OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V., en su carácter de sociedad escindida y por concepto de Capital Social de ésta, la cantidad total de \$148'868,344.00 (CIENTO CUARENTA Y OCHO MILLONES OCHOCIENTOS SESENTA Y OCHO MIL TRESCIENTOS CUARENTA Y CUATRO PESOS 00/100 M.N.), mismo que estará representado por 148'868,344 (ciento cuarenta y ocho millones ochocientas sesenta y ocho mil trescientas cuarenta y cuatro) acciones ordinarias, nominativas y liberadas con valor nominal de \$1.00 (UN PESO 00/100 M.N.) cada una, todas ellas representativas de la parte fija del Capital Social.-----

----- H) Para los efectos de determinar la participación accionaria de los accionistas de CEMEX MEXICO, S.A. DE C.V. como sociedad escidente

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y sin escisión, en el Capital Social de TRADEMARKS EUROPA, S.A. DE C.V. COMPANIA DE CONCRETOS, S.A. DE C.V. como sociedades escindidas y de nueva creación, se tomarán como base los siguientes

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 4 Acciones

	Participación (%)
Cemex, S.A. de C.V.	53.6498
Empresas Tolteca de México, S.A. de C.V.	42.4285
Bancomer, S.A., Fideicomiso F/26264-2	2.4314
Interamerican Investments Inc.	0.6462
Cemex USA Cement of Florida, Inc.	0.6030
Cementos de Oriente, S.A. de C.V.	0.0990
Gran Público Inversionista	0.1421
Total de participación accionaria:	100.0000 %

----- I) Tomando en consideración los porcentajes de participación indicados en el apartado anterior, la estructura accionaria del Capital Social de TRADEMARKS EUROPA, S.A. DE C.V. como sociedad escindida y de nueva creación, como resultado de la escisión quedará como sigue:-----

Accionista	Acciones
Cemex, S.A. de C.V.	324
Empresas Tolteca de México, S.A. de C.V.	256
Bancomer, S.A., Fideicomiso F/26264-2	14
Interamerican Investments Inc.	3
Cemex USA Cement of Florida, Inc.	3
Total de acciones:	600

----- El número de acciones indicado corresponde al total de acciones de TRADEMARKS EUROPA, S.A. DE C.V. que los accionistas de la empresa escidente recibirán contra entrega del cupón número 2 (dos) de los títulos de las acciones de su propiedad que actualmente se encuentran en circulación, emitidas por CEMEX MEXICO, S.A. DE C.V., sociedad escidente y que subsiste.-----

----- A Cementos de Oriente, S.A. de C.V., legítima tenedora de acciones emitidas por CEMEX MEXICO, S.A. DE C.V., empresa escidente y que subsiste, dado que su porcentaje de participación accionaria no alcanza a representar la expresión mínima requerida, no tendrá derecho a recibir acciones representativas del Capital Social de TRADEMARKS EUROPA, S.A. DE C.V., sociedad escidente y de nueva creación.-----

----- A los legítimos tenedores de acciones emitidas por CEMEX MEXICO, S.A. DE C.V., empresa escidente y que subsiste, que a la fecha no se encuentran inscritos en el Registro de Acciones de esta empresa y que por lo mismo sólo se les identifica como "Gran Público



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Inversionista, dado que su porcentaje de participación accionaria no alcanza a representar la expresión mínima requerida, no tendrán derecho a recibir acciones representativas del Capital Social de TRADEMARKS EUROPA, S.A. DE C.V., sociedad escindida y de nueva creación.

--- J) Tomando en consideración los mismos porcentajes de participación señalados con anterioridad, la estructura accionaria del Capital Social de OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. como sociedad escindida y de nueva creación, como resultado de la escisión quedará como sigue:

Accionista	Acciones
Cemex, S.A. de C.V.	79'867,942
Empresas Tolteca de México, S.A. de C.V.	63'162,977
Bancomer, S.A., Fideicomiso F/26264-2	3'619,585
Interamerican Investments Inc.	961,987
Cemex USA Cement of Florida, Inc.	897,676
Cementos de Oriente, S.A. de C.V.	147,380
Gran Público Inversionista	210,797
Total de acciones:	148'868,344

----- El número de acciones indicado corresponde al total de acciones de OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V. que los accionistas de la empresa escidente recibirán contra entrega del cupón número 3 (tres) de los títulos de las acciones de su propiedad que actualmente se encuentran en circulación, emitidas por CEMEX MEXICO, S.A. DE C.V., sociedad escidente y que subsiste.

----- A los legítimos tenedores de acciones emitidas por CEMEX MEXICO, S.A. DE C.V., empresa escidente y que subsiste, que a la fecha no se encuentran inscritos en el Registro de Acciones de esta empresa y que por lo mismo sólo se les identifica como "Gran Público Inversionista", la relación de entrega para determinar la proporción que les corresponda en lo individual a quienes se encuentren bajo dicho concepto general, recibirán 1 (una) acción representativa del Capital Social de OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V., sociedad escidente y de nueva creación, en adición y proporcionalmente por cada 88 (ochenta y ocho) acciones que posean de las que sean legítimos titulares, emitidas a la fecha de la presente por la sociedad escidente, contra la entrega del cupón respectivo.

----- K) Los estatutos sociales de TRADEMARKS EUROPA, S.A. DE C.V. y OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V., se expresarán

esencialmente en los términos de los proyectos que se identifican como ANEXOS y que formarán parte del acta que se elabore para acreditar la celebración de la asamblea extraordinaria de accionistas de CEMEX MEXICO, S.A. DE C.V., sociedad escidente y que subsiste.-----

**LIC. FRANCISCO GARZA CALDERON**  
San Pedro Garza García, N.L. 66000  
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EUROPA, S.A. DE C.V. y OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V., como sociedades escindidas, así como sus apoderados, se integrarán por las personas designadas en los términos y facultades de las disposiciones transitorias contenidas en los proyectos de estatutos sociales a que se refiere el apartado anterior.-----

----- Tomando en consideración lo dicho con anterioridad y previa deliberación, los Accionistas por votación unánime tomaron el siguiente Acuerdo.-----

----- PRIMERO: Se aprueba que la sociedad CEMEX MEXICO, S.A. DE C.V., como sociedad escidente y sin extinguirse, aporte en bloque parte de su activo, pasivo y capital social a dos sociedades de nueva creación, como sociedades escindidas, a denominarse TRADEMARKS EUROPA, S.A. DE C.V. y OCEANIA COMPANIA DE CONCRETOS, S.A. DE C.V., en los términos del proyecto presentado a la Asamblea.-----

----- SEGUNDO: Se aprueba reducir, como consecuencia de la escisión aprobada, el Capital Social de CEMEX MEXICO, S.A. DE C.V. en su parte variable en la cantidad de \$149'468,344.00 (CIENTO CUARENTA Y NUEVE MILLONES CUATROCIENTOS SESENTA Y OCHO MIL TRESCIENTOS CUARENTA Y CUATRO PESOS 00/100 M.N.), que es la suma de las cantidades que serán transferidas solamente de la cuenta de Capital Social a las sociedades escindidas.-----

----- TERCERO: Se aprueba que por tratarse de una reducción del Capital Social en su parte variable y por efecto de la escisión, la designación de las acciones a nulificarse se realice por acuerdo unánime de la Asamblea General de Accionistas de manera proporcional a la tenencia actual de los accionistas de CEMEX MEXICO, S.A. DE C.V., sin necesidad del sorteo a que hace referencia el artículo 135 de la Ley General de Sociedades Mercantiles.-----

----- CUARTO: Se aprueba sean designadas para su nulificación un total de 149'468,344 (ciento cuarenta y nueve millones cuatrocientas



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sesenta y ocho mil trescientas cuarenta y cuatro) acciones ordinarias, nominativas y con valor nominal de \$1.00 (UN PESO 00/100) cada una, de las cuales 76'228,856 (setenta y seis millones doscientas veintiocho mil ochocientas cincuenta y seis) acciones serán de la Serie "A" y 73'239,488 (setenta y tres millones doscientas treinta y nueve mil cuatrocientas ochenta y ocho) acciones serán de la Serie "B", todas ellas representativas de la parte variable del Capital Social de CEMEX MEXICO, S.A. DE C.V., en base a las siguientes participaciones:

----- A) 80'197,942 (ochenta millones ciento noventa y siete mil novecientas cuarenta y dos) acciones corresponden al accionista Cemex, S.A. de C.V., de las cuales 76'228,856 (setenta y seis millones doscientas veintiocho mil ochocientas cincuenta y seis) acciones serán de la Serie "A" y 3'969,086 (tres millones novecientas sesenta y nueve mil ochenta y seis) acciones serán de la Serie "B";

----- B) 63'432,977 (sesenta y tres millones cuatrocientas treinta y dos mil novecientas setenta y siete) acciones Serie "B" corresponden al accionista Empresas Tolteca de México, S.A. de C.V.;

----- C) 3'619,585 (tres millones seiscientos diecinueve mil quinientas ochenta y cinco) acciones Serie "B" corresponden al accionista Bancomer, S.A. de C.V. Fideicomiso F/26264-2;

----- D) 961,987 (novecientas sesenta y un mil novecientas ochenta y siete) acciones Serie "B" corresponden al accionista Interamerican Investments Inc.;

----- E) 897,676 (ochocientas noventa y siete mil seiscientos setenta y seis) acciones Serie "B" corresponden al accionista Cemex USA Cement of Florida, Inc.;

----- F) 147,380 (ciento cuarenta y siete mil trescientas ochenta) acciones Serie "B" corresponden al accionista Cementos de Oriente, S.A. de C.V.; y

----- G) 210,797 (doscientas diez mil setecientos noventa y siete) acciones Serie "B" corresponden al Gran Público Inversorista.

----- QUINTO: Se aprueba que para la nulificación de las 210,797 (doscientas diez mil setecientos noventa y siete) acciones Serie "B" correspondientes al Gran Público Inversorista, se considere una

**COFEJADO**

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relación 1 (una) acción de cada 88 (ochenta y ocho) de las  
actuaciones en circulación emitidas por CEMEX MEXICO, S.A. DE C.V.  
para ser anuladas.-----

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San Pedro Garza García, N.L., México  
4 acciones que representen el Capital Social Total de CEMEX MEXICO, S.A.  
DE C.V. después de la escisión, para su entrega a los Accionistas, en  
canje de las acciones de las que actualmente son titulares a fin de  
proceder a la nulificación a que se refieren los acuerdos precedentes.

----- SEPTIMO: Se autoriza que se lleve a cabo la publicación de la  
reducción del Capital Social por tres veces en el Periódico Oficial  
del Estado de Nuevo León, con intervalos de diez días, en los términos  
del artículo 9 de la Ley General de Sociedades Mercantiles.-----

----- El Presidente pasó a desahogar el SEGUNDO PUNTO contenido en la  
Orden del Día que dice: "II. APROBACION DE LOS ESTADOS FINANCIEROS  
DICTAMINADOS AL 31 DE DICIEMBRE DE 1999, ASI COMO DE LOS QUE SERVIRAN  
DE BASE PARA LA ESCISION A QUE SE REFIERE EL PUNTO I ANTERIOR." El  
señor Presidente en uso de la palabra puso a consideración de los  
Accionistas presentes, los Estados Financieros de la Sociedad al día  
31 (treinta y uno) de Diciembre de 1999 (mil novecientos noventa y  
nueve) dictaminados por KPMG Cárdenas Dosal, S.C. como auditor  
externo, así como los Estados Financieros de la Sociedad al 31  
(treinta y uno) de Octubre de 2000 (dos mil), mismos que servirán de  
base para los efectos de la escisión acordada. Una vez que se  
analizaron y discutieron los Estados Financieros, por votación unánime  
se tomó el siguiente Acuerdo.-----

----- OCTAVO: Se aprueban los Estados Financieros de CEMEX MEXICO,  
S.A. DE C.V. al día 31 (treinta y uno) de Diciembre de 1999 (mil  
novecientos noventa y nueve) dictaminados por KPMG Cárdenas Dosal,  
S.C. como auditor externo, así como los Estados Financieros de la  
Sociedad al 31 (treinta y uno) de Octubre de 2000 (dos mil), los  
cuales servirán de base para los efectos de la escisión aprobada por  
esta Asamblea, mismos que se adjuntarán al acta que se elabore con  
motivo de la celebración de la presente Asamblea.-----

----- Se pasó a desahogar el TERCER y ULTIMO PUNTO contenido en la  
ORDEN DEL DIA que a la letra dice: "III. DESIGNACION DE LA PERSONA O





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 MEXICO

*Lic. Francisco Garza Calderón*

PERSONAS ENCARGADAS DE FORMALIZAR LOS ACUERDOS ADOPTADOS. En virtud de ejecutar y formalizar las resoluciones anteriormente tomadas en la Asamblea, se adoptaron los siguientes Acuerdos:

----- NOVENO: Se faculta a los Señores TIMOTHY R. COTTRELL DOXEY, C.P. EUTIMIO MEDELLIN TORRES, LIC. JOSE ALBERTO GHIO VILLARREAL, C.P. ARTEMIO SALINAS GONZALEZ, C.P. LUIS GERARDO GONZALEZ VILLARREAL, C.P. LUIS OCTAVIO GUTIERREZ PARADA, C.P. RAUL BENAVIDES y C.P. ARMANDO JAVIER PEREZ HERRERA, para que conjunta o separadamente acudan ante Notario Público a protocolizar en lo conducente el acta que se levante de la presente Asamblea y formalizar los Acuerdos adoptados y gestionar su inscripción en el Registro Público de Comercio correspondiente, lleven a cabo las publicaciones que sean necesarias, den los avisos que correspondan para que la escisión surta efectos plenamente y formalicen ante Notario Público la constitución de las sociedades escindidas, en los términos aprobados por la presente Asamblea.

----- DECIMO: Se faculta a los Señores TIMOTHY R. COTTRELL DOXEY, C.P. EUTIMIO MEDELLIN TORRES, LIC. JOSE ALBERTO GHIO VILLARREAL, C.P. ARTEMIO SALINAS GONZALEZ, C.P. LUIS GERARDO GONZALEZ VILLARREAL, C.P. LUIS OCTAVIO GUTIERREZ PARADA, RAUL BENAVIDES y C.P. ARMANDO JAVIER PEREZ HERRERA, para que conjunta o separadamente acudan ante las autoridades competentes y suscriban, presenten y/o reciban toda clase de declaraciones, avisos, notificaciones, requerimientos o documentación relacionada con la escisión aprobada por la presente Asamblea, presenten los avisos correspondientes al Registro Federal de Contribuyentes, quedando en consecuencia facultados para recibir, presentar, aceptar, rechazar, tramitar y firmar toda clase de documentos que directa o indirectamente puedan relacionarse con las facultades aquí conferidas.

----- No habiendo otro asunto que tratar, se dio por concluida la presente Asamblea, que se suspendió por el término necesario para que el Secretario procediera a levantar la presente Acta. Acto seguido, el Secretario dio lectura a la misma y por unanimidad de votos de los representantes de Accionistas presentes, se aprobó firmándose por el Presidente, el Secretario y el Comisario, actuando los primeros dos

**COTEJADO**

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y cuatro del Código Civil Federal y dice a la letra como sigue: -----  
"ARTICULO 2448.- En todos los poderes generales para pleitos y cobranzas, bastará que se diga que se otorga con todas las facultades generales y las especiales que requieran cláusula especial, conforme a la Ley para que se entiendan conferidos sin limitación alguna. En los poderes generales para administrar bienes, bastará expresar que se dan con ese carácter, que el apoderado tenga toda clase de facultades administrativas. En los poderes generales para hacer actos de dominio, bastará que se den con ese carácter para que el apoderado tenga toda clase de facultades del dueño. En lo relativo a los bienes, como para hacer toda clase de gestiones administrativas. Cuando se quisieren limitar en los tres casos antes mencionados, las facultades de los apoderados, se consignarán. Las limitaciones o los poderes serán especiales. Los Notarios presentarán este artículo en los testimonios de los poderes que otorguen".

----- ES PRIMER TESTIMONIO que expido para uso de la sociedad denominada CEMEX MEXICO, SOCIEDAD ANONIMA DE CAPITAL VARIABLE. Fue tomado de sus originales que obran en el VOLUMEN LIBRO PRIMERO al principio mencionados de mi Protocolo y en el Apéndice del mismo. Va en (57) cincuenta y siete hojas útiles debidamente cotejadas y corregidas.- En el Municipio de San Pedro Garza García, Nuevo León, a los 15 quince días del mes de Noviembre del año 2000 dos mil.- DDY FE.-----

**COTEJADO**

LIC. FRANCISCO GARZA CALDERON  
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LIC. FRANCISCO GARZA CALDERON  
SAN PEDRO GARZA GARCIA, N.L.  
MEXICO

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REGISTRADO BAJO EL N° 4544 VOL 1  
LIBRO PRIMERO. REGISTRO PUBLICO DE COMERCIO  
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EL C. REGISTRADOR PUBLICO DE COMERCIO

Lic. Pedro Rodríguez Rodríguez Página 113

100 NOV 15 14:57

ESTADOS UNIDOS MEXICANOS  
REGISTRO PUBLICO DE LA  
PROPIEDAD Y DEL COMERCIO  
PRIMER DISTRITO  
MONTERREY, N.L.

ACTAS FUERA DE PROTOCOLO NUMERO 69,420  
Yo Licenciado FRANCISCO GARZA CALDERON, Notario  
Público Número setenta y cinco de este municipio.  
CERTIFICO: Que el documento que antecede vá en  
cincuenta y siete foja(s), es copia fiel y correcta  
de su original que tengo a la  
vista y devuelvo a su presentante, quién lo recibe  
de conformidad. Se expide a solicitud de Parte  
interesada.

San Pedro Garza García, N. L., a 9 de Noviembre  
de 2001. - DOY FE.

*[Handwritten Signature]*  
LIC. FRANCISCO GARZA CALDERON  
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LIC. FRANCISCO GARZA CALDERON  
San Pedro Garza García, N.L., México  
Primer Distrito

WOMBO INC. A. S. P.  
MEXICO

## ANEXO I

**"TRADEMARKS EUROPA, S.A. DE C.V."**  
(Sociedad escindida)

A. TITULARIDAD DE DERECHOS EN MEXICO1. MARCAS

<u>Marcas registradas</u>	<u>Expediente</u>	<u>Registro</u>	<u>Fecha registro</u>
ADOSA	214303	490063	Abril 25, 1995
ADOSA	214299	483770	Enero 19, 1995
ADOSA	214298	483769	Enero 19, 1995
GUADALAJARA	128529	412492	Mayo 6, 1992
GUADALAJARA	128530	412493	Mayo 6, 1992
GUADALAJARA	133171	222043	Febrero 19, 1979
GUADALAJARA	133172	222044	Febrero 19, 1979
INNOMINADA	154299	438092	Julio 23, 1993
YAQUI	210723	477885	Octubre 25, 1994
YAQUI	210721	477884	Octubre 25, 1994
YAQUI	210722	477884	Octubre 25, 1994
CALIFORNIA	223037	490712	Mayo 2, 1995
CALIFORNIA	223033	578946	Junio 24, 1998
CALIFORNIA	223034	490711	Mayo 2, 1995
GALLO	151778	433163	Abril 15, 1993
GALLO	151779	447671	Noviembre 29, 1993
GALLO	151780	494640	Junio 15, 1995
GALLO EXPRESS	303738	622425	Septiembre 17, 1999
GALLO EXPRESS	303739	622456	Septiembre 17, 1999
GALLO EXPRESS	303740	557973	Agosto 29, 1997
GALLO EXPRESS	303741	557974	Agosto 29, 1997
FERROCEMENTO	276166	534815	Octubre 28, 1996
TOLTECA	128537	411943	Abril 29, 1992
TOLTECA	128535	411941	Abril 29, 1992
TOLTECA	252493	515724	Enero 29, 1996
TOLTECA	128528	411937	Abril 29, 1992
OLMECA	281644	539141	Diciembre 18, 1996

**COTEJADO**

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B. TITULARIDAD DE DERECHOS FUERA DE MEXICO



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Titular

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Primer Distrito

9. MARCAS EN ESTADOS UNIDOS

<u>Solicitud de Marca</u>	<u>Clase</u>	<u>Registro</u>	<u>Fecha presentación</u>
TOLTECA	19	Pendiente	Octubre 23, 1996
INNOMINADA	19	Pendiente	Octubre 23, 1996

**15. MARCAS EN PERU**

<u>Marcas registradas</u>	<u>Clase</u>	<u>Registro</u>	<u>Fecha registro</u>
TOLTECA Y DISEÑO INNOMINADA	19	28822	Agosto 29, 1996
	19	28823	Agosto 29, 1996

**16. MARCAS EN REPUBLICA DOMINICANA**

<u>Marcas registradas</u>	<u>Clase</u>	<u>Registro</u>	<u>Fecha registro</u>
TOLTECA Y DISEÑO INNOMINADA	19	85461	Mayo 15, 1996
	19	85460	Abril 15, 1996

**17. MARCAS EN URUGUAY**

<u>Marcas registradas</u>	<u>Clase</u>	<u>Registro</u>	<u>Fecha registro</u>
TOLTECA Y DISEÑO INNOMINADA	19	292361	Octubre 26, 1998
	19	292362	Octubre 26, 1998

**COTEJADO**

**18. MARCAS EN VENEZUELA**

<u>Marcas registradas</u>	<u>Clase</u>	<u>Registro</u>	<u>Fecha registro</u>
TOLTECA Y DISEÑO INNOMINADA	19	74982	
<u>Solicitud de Marca</u>	<u>Clase</u>	<u>Registro</u>	<u>Fecha presentación</u>
INNOMINADA	19	Pendiente	Octubre 28, 1996



Notaria Pública No 75

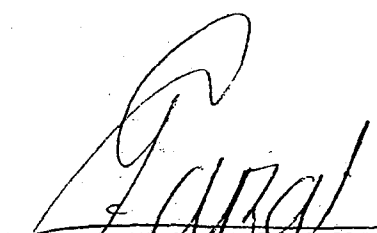
Titular

LIC. FRANCISCO GARZA CALDERON  
San Pedro Garza Garcia, N.L., México  
Primer Distrito

TIMOTHY R. COTTRELL DOXEY  
Presidente

C.P. EUTIMIO MEDELLIN TORRES  
Secretario

EL PRESENTE ANEXO FORMA PARTE DE LA ESCRITURA PUBLICA NUMERO  
27,013 DE FECHA 15 DE NOVIEMBRE DE 2000.- DOY FE.



LIC. FRANCISCO BARZA CALDERON  
NOTARIO PUBLICO NUMERO 75  
GACF-300107-6V6

**COTEJADO**





DE :

NO. DE TEL :

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Unofficial translation for information purposes only

Public deed No 1333

**#29628**

**Public Deed**

on

**Resolutions of the Extraordinary Shareholders' Meeting**

**Re. Amendment of Articles of Association**

of

**CEMEX TRADEMARKS EUROPE Ltd.**

Corporation with registered office in Berne  
(hereinafter "Company")

Peter Muntwyler, Notary of the Canton Berne, with offices in Berne and Ittigen

notarises:

I.

On November 6, 2001, commencing on 9.30 h, in the office of the notarising Notary at Ittigen, Talgut-Zentrum 19, an extraordinary shareholders' meeting of the Company takes place. On request of the Company, the signing notary establishes this notary deed on the resolutions of this extraordinary shareholders' meeting.

By unanimous resolution of the shareholders, Mr. Hansjörg Stutzer, citizen of Küssnacht am Rigi, residing at Chapfstrasse 65, 8126 Zumikon, is elected to preside over today's meeting. Mr. Stutzer opens the meeting and presides over it.

The chairman states that the Notary, Mr. Peter Muntwyler is establishing a public deed on the resolutions of today's extraordinary shareholders' meeting. Therefore, no separate minutes are taken.

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II.

29628

The chairman states:

- no special representatives or other dependent representatives pursuant to Article 689c Swiss Code of Obligations have been proposed, and neither do representatives of deposit holders pursuant to Article 689d Swiss Code of Obligations execute shareholders' rights [in the meeting];
- according to four powers of attorney, dated October 3/5, 2001, the entire share capital of the Company is legally represented by himself;
- today's shareholders' meeting is constituted and represents the quorum necessary for passing resolutions pursuant to Article 701 Swiss Code of Obligations [Full General Meeting], as long as all the shares are legally represented by the attending persons.

No objection is raised against these declaratory statements.

III.

The shareholders' meeting unanimously resolves the amendment of the Articles of Association as follows:

**\*Art. 1 Company Name and Registered Office**

Under the company name CEMEX TRADEMARKS HOLDING I Ltd. exists a corporation with registered office in Brugg, and unlimited duration pursuant to the present Articles of Association and the provisions of title XXVI. of the Swiss Code of Obligations (SCO).

TRADEMARKS EUROPA, S.A. de C.V., hitherto based on the articles of association limited to a duration of 99 years, with registered office in Monterrey, Nuevo Leon, Mexico, corporation with variable capital pursuant to Mexican law was submitted to Swiss law and migrated its registered office to Berne (Switzerland) without liquidation pursuant to the provisions of the Swiss Private International Law Act, based on the resolution of the shareholders' general meeting of July 31, 2001 and based on the balance sheet as of May 31, 2001 that was certified pursuant to the provisions of Article 162 para 3 of the Swiss Private International Law Act. The issued, fully paid in share capital in the total amount of MXP 8'650'342'000.- is being converted into fully paid in share capital in the amount of CHF 1'674'965'722.- and in place of 600 registered shares class -A- at MXP 1'000.- and 8'649'742 registered shares class -B- at MXP 1'000.-, 1'674'965'722 fully paid in registered shares at CHF 1.- are being issued.

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**Art 2 Purpose**

**# 29628**

The purpose of the Company is to acquire, to administer and to sell permanently participations in all kind of businesses in Switzerland and abroad, which are predominantly dealing with the protection, administration and exploitation of trademarks.

The Company is entitled to acquire, encumber, sell and manage real estate in Switzerland and abroad.

The Company may furthermore make all transactions appropriate for promoting the development of the Company and for realizing the Company purpose."

Furthermore the current Articles of Associations are valid.

**IV.**

The chairman presents a copy of the Articles of Association and declares them with regard to the previous amendments as the complete and valid Articles of Associations. These Articles of Associations are enclosed to this deed.

The shareholders' meeting takes notice that the new registered office of the company is as of now at Römerstrasse 13, 2555 Brugg (own offices).

**V.**

The board of directors is hereby mandated and granted the power to file the application for registration of these resolutions of the shareholders' general meeting with the competent commercial register of the Canton of Bern (Article 647 para 2 Swiss Code of Obligations).

**VI.**

This original public deed shall be established in *two copies* for the Commercial Register Berner Jura-Seeland (Nidau) and the Company.

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Notarised at the office of the notary in Ittigen, Talgut-Zentrum 19, on November 2001 6 28  
sixt two-thousand-one

November 6, 2001

The Chairman:

The Notary:

sig. Hansjörg Stutzer

sig. Peter Muntwyler

DE :

NO. DE TEL :

28 JUL. 2004 01:40PM P6

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Notarial Certification

№ 29628

Peter Muntwyler.

Notary of the Canton Berne, with offices in Berne and Ittigen,

notarises:

This master copy "Public Deed" made for CEMEX TRADEMARKS HOLDING I Ltd. concurs word by word with the Notary's original public deed no 1333.

Notarised in the office of the Notary in Ittigen, Talgut-Zentrum 19, the nineteenth day of November twothousandandone.

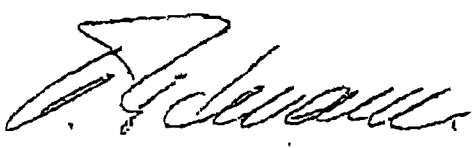
November 19, 2001

Reg. B no IV/2912

Stamp and signature of Notary Peter Muntwyler

*For good translation*

*Jurida, 17. May 2002*



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NO. DE TEL :

28 JUL 2004 01:42PM P7

Urschrift Nr. 1333

29628

## Öffentliche Urkunde

über die

**Beschlüsse einer ausserordentlichen Generalversammlung**

betreffend Statutenänderung

der

**CEMEX TRADEMARKS EUROPE Ltd.**

Aktiengesellschaft, mit Sitz in Bern  
(nachfolgend "Gesellschaft" genannt)

Peter Muntwyler, Notar des Kantons Bern, mit Büros in Bern und Ittigen

beurkundet:

I.

Am 6. November 2001 findet im Büro des beurkundenden Notars in Ittigen, Talgut-Zentrum 19, ab 09.30 Uhr eine ausserordentliche Generalversammlung der Aktionäre der Gesellschaft statt. Über die Beschlüsse dieser ausserordentlichen Generalversammlung errichtet der unterzeichnende Notar im Auftrag der Gesellschaft die vorliegende Urkunde.

Durch einstimmigen Beschluss der Aktionäre wird Herr Hansjörg Stutzer, von Küssnacht am Rigi, wohnhaft Chapfstrasse 65, 8126 Zumikon, zum Tagesvorsitzenden gewählt. Herr Stutzer eröffnet die Versammlung und übernimmt den Vorsitz.

Der Vorsitzende orientiert, dass durch Herrn Notar Peter Muntwyler über die Beschlüsse der heutigen ausserordentlichen Generalversammlung eine öffentliche Urkunde aufgenommen wird. Auf eine separate Protokollführung wird verzichtet.

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II.

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Der Vorsitzende stellt fest:

- es sind weder Organvertreter noch andere abhängige Stimmrechtsvertreter im Sinne von Art. 689c OR vorgeschlagen, noch Üben Depotvertreter im Sinne von Art. 689d OR Mitwirkungsrechte aus;
- aufgrund von vier schriftlichen Vollmachten, datiert vom 10.3.2001 bzw. 5.10.2001, wird das gesamte Aktienkapital der Gesellschaft von ihm selber rechtmässig vertreten;
- die heutige Generalversammlung ist als Universalversammlung im Sinne von Art. 701 OR konstituiert und beschlussfähig, solange von den Anwesenden alle Aktien rechtmässig vertreten werden.

Gegen diese Feststellungen wird kein Widerspruch erhoben.

III.

Die Generalversammlung beschliesst einstimmig, die Statuten der Gesellschaft wie folgt zu ändern:

#### "Art. 1 Firma und Sitz

Unter der Firma CEMEX TRADEMARKS HOLDING I Ltd. besteht mit Sitz in Brugg auf unbestimmte Dauer eine Aktiengesellschaft gemäss den vorliegenden Statuten und den Vorschriften des XXVI. Titels des Schweizerischen Obligationenrechtes.

Die bisher statutarisch auf eine Dauer von 99 Jahren befristete TRADEMARKS EUROPA, S.A. de C.V., mit Sitz in Monterrey, Nuevo Leon, Mexiko, Aktiengesellschaft mit variablem Kapital nach mexikanischem Recht, hat sich gemäss Generalversammlungsbeschluss vom 31. Juli 2001 und aufgrund der gemäss Art. 162 Abs. 3 IPRG geprüften Bilanz per 31. Mai 2001 schweizerischem Recht unterstellt und den Sitz nach Bern (Schweiz) ohne Liquidation gemäss den Bestimmungen des IPRG verlegt. Das ausgegebene, voll liberierte Aktienkapital in der Höhe von total MXP 8'660'342'000.- wird umgewandelt in voll liberiertes Aktienkapital von CHF 1'674'965'722.- und anstelle der 600 Namenaktien Serie -A- zu MXP 1'000.- und 8'649'742 Namenaktien Serie -B- zu MXP 1'000.- werden 1'674'965'722 voll liberierte Namenaktien zu CHF 1.- ausgegeben."



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#### Art. 2 Zweck

Zweck der Gesellschaft ist der Erwerb, das dauernde Verwalten und Veräussern von Beteiligungen aller Art an Unternehmen im In- und Ausland, welche sich vorwiegend mit dem Schutz, der Verwaltung und Verwertung von Marken befassen.

Die Gesellschaft ist berechtigt, im In- und Ausland Grundvermögen zu erwerben, zu belasten, zu veräussern und zu verwalten.

Die Gesellschaft kann im übrigen alle Geschäfte tätigen, die geeignet sind, die Entwicklung des Unternehmens zu fördern und den Gesellschaftszweck zu erreichen."

Im übrigen gelten die bisherigen Statuten weiter.

#### IV.

Der Vorsitzende legt ein Exemplar der Gesellschaftsstatuten vor und erklärt, dass es sich um die vollständigen, unter Berücksichtigung der vorstehenden Änderungen gültigen Statuten handelt. Diese Statuten liegen der Urkunde bei.

Die Generalversammlung nimmt zur Kenntnis, dass sich das neue Domizil der Gesellschaft ab sofort an der Römerstrasse 13, 2555 Brugg, in eigenen Büros befindet.

#### V.

Der Verwaltungsrat wird beauftragt und ermächtigt, die Beschlüsse der Generalversammlung beim zuständigen Handelsregister des Kantons Bern anzumelden (Art. 847 Abs. 2 OR).

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CEMEX MASARYK

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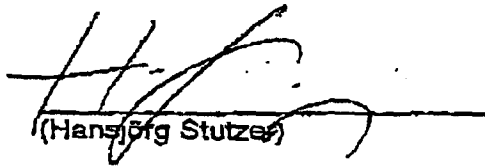
VI.

Diese Urschrift ist für das Handelsregisteramt Berner Jura-Seeland (Nidau) und die Gesellschaft *zweifach* auszufertigen.

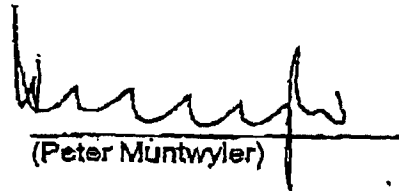
Beurkundet im Büro des Notars in Ittigen, Talgut-Zentrum 19, am sechsten November zweitausendundeins.

6. November 2001

Der Vorsitzende:

  
(Hansjörg Stutzer)

Der Notar:

  
(Peter Müntwyler)

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28 JUL. 2004 01:44PM P13

BEGLAUBIGUNG

Peter Muntwyler,

Notar des Kantons Bern, mit Büros in Bern und Ittigen.

beurkundet:

Vorstehende Fotokopie „öffentliche Urkunde“ stimmt mit der Urschrift Nr. 1333 des Notars wörtlich genau überein.

Beurkundet im Büro des Notars in Ittigen, Talgut-Zentrum 19, am neunzehnten November zweitausendundeins.

- 19. November 2001 -

Reg. B Nr. IV/2912



*[Handwritten signature]*



DE :

NO. DE TEL :

28 JUL. 2004 01:44PM P14

# 29628

Official Certification

Seen for authentication of the above signature, affixed in our presence by

Karin Brigitta Pertmann, born 04 September 1988, Swiss citizen of Schöpfheim LU, according to her information residing at Chamerstrasse 14, 6300 Zug, who has identified herself by identity card.

8004 Zurich, 17 May 2002.  
B No. 943  
Fee: CHF 20.-

NOTARIAT AUSSERSIHL-ZÜRICH



*H. Kipfer*  
H. Kipfer, certifying officer

**APOSTILLE / APOSTILHA**  
(Convenio de la Haya de 5 de octubre 1961)  
(Convenção de Haia de 3 de Outubro de 1961)

1. País: Confederação Suíça, cantão de Zurich  
Confederação Suíça, Cantão de Zurique  
El presente documento público / Este documento público

2. Ha sido firmado por *H. Kipfer*  
foi assinado por *H. Kipfer*

3. Actuando en calidad de *Notario*  
na sua qualidade de *Notario*

4. Se halla sellado/timbrado con/está provisto de selo/carimbo de (de)  
*Notariat Aussersihl-Zürich*

5. En/vem 8000 Zurich/Zurique      6. El/no día *17. Mai 2002*

7. Por la Cancillería de *Zürich*  
pela Chancelaria de *Zürich*

8. Con el número/có d No. *7102/2002*

9. Sello/timbre/selo carimbo *71.30-*      10. Firma/Assinatura *J. Schärer*  
**J. Schärer**





(CERTIFIED TRANSLATION FROM SPANISH)

**COPY**

6th Supplement to original Document No. 1283  
Signature of Notary Peter Muntwyier

Contribution and absorption of assets agreement

between

CEMEX TRADEMARKS EUROPE Ltd., based in Berne, Aarstrasse 98, 3005, Berne	("CEMEX EUROPE")
CEMEX TRADEMARKS AMERICA Ltd., based in Berne, Aarstrasse 98, 3005, Berne	("CEMEX AMERICA")
CEMEX TRADEMARKS AFRICA Ltd., based in Berne, Aarstrasse 98, 3005, Berne	("CEMEX AFRICA")
CEMEX TRADEMARKS ASIA Ltd., based in Berne, Aarstrasse 98, 3005, Berne	("CEMEX ASIA")

(jointly referred to as "asset contributor companies")

and

CEMEX TRADEMARKS WORLDWIDE Ltd., ("CEMEX WW")  
based in Berne, represented by its founding companies:

1. CEMEX TRADEMARKS EUROPE Ltd.,  
based in Berne, Aarstrasse 98, 3005, Berne
2. CEMEX TRADEMARKS AMERICA Ltd.,  
based in Berne, Aarstrasse 98, 3005, Berne
3. CEMEX TRADEMARKS AFRICA Ltd.,  
based in Berne, Aarstrasse 98, 3005, Berne
4. CEMEX TRADEMARKS ASIA Ltd.,  
based in Berne, Aarstrasse 98, 3005, Berne

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Notary Seal, Peter Muntwyier, Berne District Notary



Perito Traductor  
Ma Elena Cruces R.

**TRADEMARK**  
**REEL: 003244 FRAME: 0410**



1. Contribution and absorption of assets agreement
  - 1.1 The contributor companies shall transfer nonmaterial assets to CEMEX WW as contributed and/or absorbed assets for the subsequent development, manufacturing, shipping, and marketing of cement. Cement and concrete manufacturing process and processing technologies, administrative processes for the shipping and marketing of cement and concrete, trademarks, patents, shipping processes, information technology systems and platforms, and all corresponding licenses, software and manuals, are principally required for this development. The absorbed nonmaterial assets are detailed in the June 15, 2001 inventory list, and are integrally included in this agreement.
  - 1.2 The nonmaterial assets absorbed and detailed on the separated June 15, 2001 inventory list have been evaluated by certification from KPMG LLP Financial Consulting Services, in Washington, D.C., dated June 15, 2001. In accordance with this certification, the values of the assets absorbed from the contributor companies in nonmaterial assets are the following:
    - 1.2.1 Nonmaterial assets absorbed from CEMEX EUROPE according to the June 15, 2001 inventory list: 5,582,831,817 Swiss Francs.
    - 1.2.2 Nonmaterial assets absorbed from CEMEX AMERICA according to the June 15, 2001 inventory list: 437,500,086 Swiss Francs.
    - 1.2.3 Nonmaterial assets absorbed from CEMEX AFRICA according to the June 15, 2001 inventory list: 381,031,438 Swiss Francs.
    - 1.2.4 Nonmaterial assets absorbed from CEMEX ASIA according to the June 15, 2001 inventory list: 50,487,545 Swiss Francs.
2. Acquisition price and compensation
  - 2.1 The acquisition price for the transferred assets according to the June 15, 2001 inventory list involves a total of 6,451,950,886 Swiss Francs.
  - 2.2 This acquisition price is liquidated as follows:
    - 2.2.1 Through the delivery of 1,675,017 CEMEX WW registered, released, shares at a nominal value of 1,000 Swiss Francs each, issued at 3,333 Swiss Francs per share to CEMEX EUROPE, and the deposit of 156 Swiss Francs as a loan to CEMEX EUROPE by CEMEX WW.

Notary Seal, Peter Muntwyler, Berne District Notary



Perito Traductor  
Ma Elena Cruzes R.

- 2.2.2 Through the issue of 131,263 CEMEX WW registered, released, shares at a nominal value of 1,000 Swiss Francs each, issued at 3,333 Swiss Francs per share to CEMEX AMERICA, and the deposit of 507 Swiss Francs as a loan to CEMEX AMERICA by CEMEX WW.
- 2.2.3 Through the issue of 114,320 CEMEX WW registered, released, shares at a nominal value of 1,000 Swiss Francs each, issued at 3,333 Swiss Francs per share to CEMEX AFRICA, and the deposit of 2,878 Swiss Francs as a loan to CEMEX AFRICA by CEMEX WW.
- 2.2.4 Through the issue of 15,147 CEMEX WW registered, released, shares at a nominal value of 1,000 Swiss Francs each, issued at 3,333 Swiss Francs per share to CEMEX ASIA, and the deposit of 2,594 Swiss Francs as a loan to CEMEX ASIA by CEMEX WW.

The previously agreed acquisition price is thusly fully liquidated.

3. Contractual Relationship

On January 2, 2001, the contributor companies signed a "Master Agreement" with the companies of the CEMEX Group. This agreement grants licenses, against payment of rights, to the corresponding companies for the use of the items detailed in the June 15, 2001 inventory list. The "Master Agreement" is also signed by CEMEX WW.

4. Transfer Date

The nonmaterial assets, according to the June 15, 2001 inventory list, shall be transferred to CEMEX WW on the date on which the constitution of CEMEX WW is registered with the Business Registry.

5. Availability of the absorbed assets

The contributor companies concede full and irrevocable authority to CEMEX WW to make use of the referenced duly contributed assets as titleholder on signing hereunder, following the registration of the constitution of CEMEX WW with the Business Registry. The irrevocable power to mutate the registries of the nonmaterial assets registered is hereby awarded to CEMEX WW.

Notary Seal, Peter Muntwyler, Berne District Notary



Perito Traductor  
Ma. Elena Cruzes R.

9. UNITED STATES OF AMERICA

MANUFACTURER TRADEMARK	CLASS	REGISTRY	DATE OF REGISTRY
TOLTECA	19	Pending	23 / October / 1996
WITHOUT NAME	19	Pending	23 / October / 1996

.....  
**TRANSLATOR'S NOTE:**

This document submitted to me for its translation from Spanish into English, was already translated from German into Spanish. I am only responsible for the English version.

\*\*\*\*\*

I, Ma. Elena Cruces Ramirez, Expert Translator, authorized by the Supreme Court of Justice of Mexico City, by agreement published in the Official Gazette dated July 16, 2003 certify that the above translation on 4 pages is true and complete to the best of my knowledge and belief.

Mexico City, June 17, 2005.



Perito Traductor  
Ma. Elena Cruces R.

**KOPIE**

**Sacheinlage- und  
Sachübernahmevertrag**

zwischen

**CEMEX TRADEMARKS EUROPE Ltd.,** („CEMEX EUROPA“)  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern

**CEMEX TRADEMARKS AMERICA Ltd.,** („CEMEX AMERICA“)  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern

**CEMEX TRADEMARKS AFRICA Ltd.,** („CEMEX AFRICA“)  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern

**CEMEX TRADEMARKS ASIA Ltd.,** („CEMEX ASIA“)  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern

(alle gemeinsam "Sacheinlegerinnen" genannt)

und

**CEMEX TRADEMARKS WORLDWIDE Ltd.,** („CEMEX WW“)  
mit Sitz in Bern, vertreten durch die Gründer:

1. **CEMEX TRADEMARKS EUROPE Ltd.,**  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern
2. **CEMEX TRADEMARKS AMERICA Ltd.,**  
mit Sitz in Bern, in Aarstrasse 98, 3005 Bern
3. **CEMEX TRADEMARKS AFRICA Ltd.,**  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern
4. **CEMEX TRADEMARKS ASIA Ltd.,**  
mit Sitz in Bern, Aarstrasse 98, 3005 Bern

## **1. Sacheinlage / Sachübernahmevertrag**

- 1.1** Die Sacheinlegerinnen übertragen der CEMEX WW als Sacheinlage / Sachübernahme immaterielle Aktiven für die (Weiter)Entwicklung, die Herstellung, den Vertrieb und die Vermarktung von Zement. Dazu gehören insbesondere Verfahrenstechnologien für die Herstellung und Verarbeitung von Zement und Beton, administrative Verfahren für den Vertrieb und das Marketing von Zement und Beton, Marken, Patente, Vertriebsprozesse, IT-Systeme und IT-Plattformen sowie sämtliche dazugehörenden Rechte, Software und Handbücher. Die übernommenen immateriellen Aktiven sind in der beigehefteten, separaten Inventarliste vom 15. Juni 2001 enthalten. Sie bildet einen integrierenden Bestandteil dieses Vertrages.
- 1.2** Die übernommenen und in der separaten Inventarliste vom 15. Juni 2001 aufgeführten immateriellen Aktiven wurden durch ein Gutachten der KPMG LLP Economic Consulting Services, Washington DC vom 15. Juni 2001 bewertet. Gemäss diesem Gutachten haben die durch die Gesellschaft von den Sacheinlegerinnen übernommenen immateriellen Aktiven folgende Werte:
- 1.2.1** Von der CEMEX EUROPA übernommene immaterielle Aktiven gemäss Inventarliste vom 15. Juni 2001: CHF 5'582'831'817.--.
- 1.2.2** Von der CEMEX AMERICA übernommene immaterielle Aktiven gemäss Inventarliste vom 15. Juni 2001: CHF 437'500'086.--.
- 1.2.3** Von der CEMEX AFRICA übernommene immaterielle Aktiven gemäss Inventarliste vom 15. Juni 2001: CHF 381'031'438.--.
- 1.2.4** Von der CEMEX ASIA übernommene immaterielle Aktiven gemäss Inventarliste vom 15. Juni 2001: CHF 50'487'545.--.

## **2. Übernahmepreis und Gegenleistung**

- 2.1** Der Übernahmepreis für die übernommenen Aktiven gemäss Inventarliste vom 15. Juni 2001 beträgt total CHF 6'451'850'886.--.
- 2.2** Dieser Übernahmepreis wird wie folgt getilgt:
- 2.2.1** Durch Hingabe von 1'675'017 voll liberierten Namenaktien der CEMEX WW zu je CHF 1'000.-- nominell, zum Ausgabebetrag von CHF 3'333.--/Akte, an die CEMEX EUROPA und durch Gutschrift von CHF 156.-- als Darlehen der CEMEX EUROPA bei der CEMEX WW.

- 2.2.2** Durch Hingabe von 131'263 voll liberierten Namenaktien der CEMEX WW zu je CHF 1'000.-- nominell, zum Ausgabebetrag von CHF 3'333.--/Akte, an die CEMEX AMERICA und durch Gutschrift von CHF 507.-- als Darlehen der CEMEX AMERICA bei der CEMEX WW.
- 2.2.3** Durch Hingabe von 114'320 voll liberierten Namenaktien der CEMEX WW zu je CHF 1'000.-- nominell, zum Ausgabebetrag von CHF 3'333.--/Akte, an die CEMEX AFRICA und durch Gutschrift von CHF 2'878.-- als Darlehen der CEMEX AFRICA bei der CEMEX WW.
- 2.2.4** Durch Hingabe von 15'147 voll liberierten Namenaktien der CEMEX WW zu je CHF 1'000.-- nominell, zum Ausgabebetrag von CHF 3'333.--/Akte, an die CEMEX ASIA und durch Gutschrift von CHF 2'594.-- als Darlehen der CEMEX ASIA bei der CEMEX WW.

Der hiervoor vereinbarte Übernahmepreis ist damit vollständig getilgt.

### **3. Übernahme von Vertragsverhältnissen**

Die Sacheinlegerinnen haben mit Datum vom 2. Januar 2001 ein „Master Agreement“ mit Gesellschaften der CEMEX-Gruppe abgeschlossen, mit welchem den betreffenden Gesellschaften gegen Bezahlung von Gebühren Lizenzen zur Benutzung der in der Inventarliste vom 15. Juni 2001 aufgeführten Aktiven eingeräumt wurden. Dieses „Master Agreement“ wird ebenfalls von der CEMEX WW übernommen.

### **4. Stichtag**

Die immateriellen Aktiven gemäss Inventarliste vom 15. Juni 2001 gehen auf das Datum der Eintragung der Gründung der CEMEX WW im Handelsregister auf diese über.

### **5. Verfügung über die übernommenen Vermögenswerte**

Die Sacheinlegerinnen erteilen mit Unterzeichnung dieses Vertrages der CEMEX WW die unwiderrufliche Befugnis, sofort nach der Eintragung der Gründung im Handelsregister über die genannte Sacheinlage als Eigentümerin tatsächlich und rechtlich verfügen zu können. Bezüglich der registrierten immateriellen Aktiven erteilen sie hiermit der CEMEX WW eine unwiderrufliche Generalvollmacht zur Vornahme der Mutationen in den Registern.

**6. Gewährleistung**

Die Sacheinlegerinnen leisten Gewähr für Bestand und Umfang der übertragenen immateriellen Aktiven gemäss Ziffer 1.

**7. Bedingung für das Zustandekommen des Vertrages**

Dieser Vertrag wird unter der Bedingung geschlossen, dass die Gründung der CEMEX WW zustande kommt.

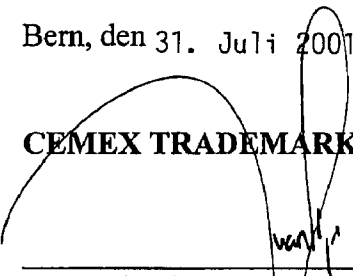
**8. Anwendbares Recht und Gerichtstand**

Für alle Streitigkeiten aus oder im Zusammenhang mit dieser Vereinbarung sind die zuständigen Gerichte am Sitz der Sacheinlegerinnen zuständig.

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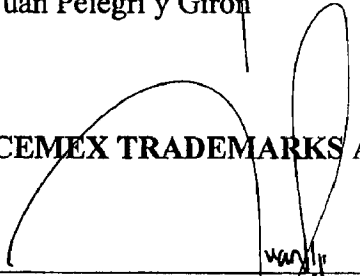
Bern, den 31. Juli 2007

**CEMEX TRADEMARKS EUROPE Ltd.**

  
\_\_\_\_\_  
Juan Pelegri y Giron

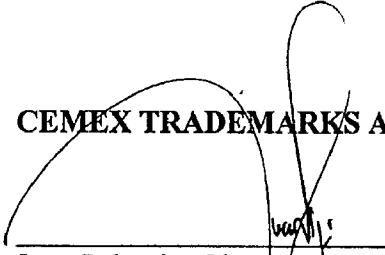
  
\_\_\_\_\_  
Elena Barthe Miralles


**CEMEX TRADEMARKS AMERICA Ltd.**

  
\_\_\_\_\_  
Juan Pelegri y Giron

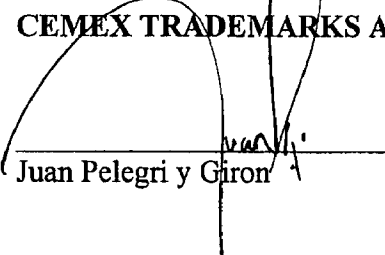
  
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Elena Barthe Miralles


**CEMEX TRADEMARKS AFRICA Ltd.**

  
Juan Pelegri y Giron

  
Elena Barthe Miralles

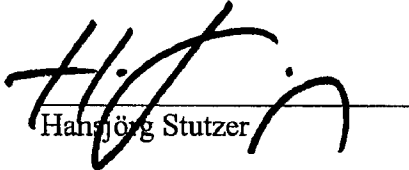
**CEMEX TRADEMARKS ASIA Ltd.**

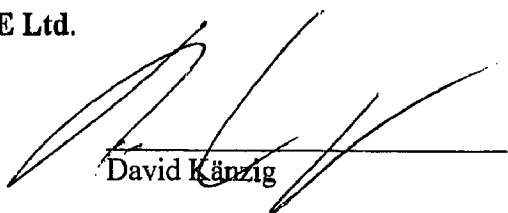
  
Juan Pelegri y Giron

  
Elena Barthe Miralles

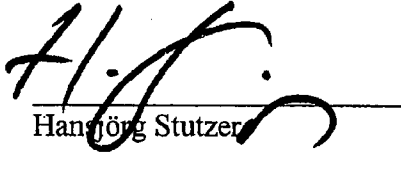
**Für die CEMEX TRADEMARKS WORLDWIDE Ltd., die Gründer:**

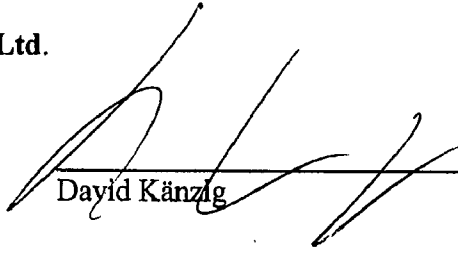
**CEMEX TRADEMARKS EUROPE Ltd.**

  
Hansjörg Stutzer

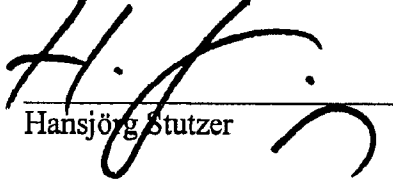
  
David Känzig

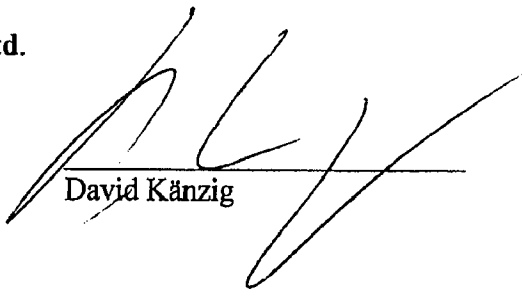
**CEMEX TRADEMARKS AMERICA Ltd.**

  
Hansjörg Stutzer

  
David Känzig

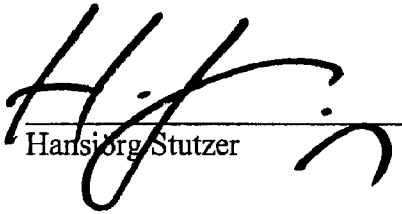
**CEMEX TRADEMARKS AFRICA Ltd.**

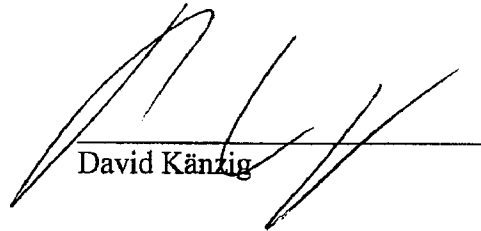
  
Hansjörg Stutzer

  
David Känzig



CEMEX TRADEMARKS ASIA Ltd.

  
Hansjörg Stutzer

  
David Känzig

**Beilage:** Inventarliste vom 15. Juni 2001

DETAILLIERTE LISTE DER IMMATERIALGÜTER / 15. Juni 2001

GEGENWÄR- TIGER EIGENTÜMER	KATEGORIE	IMMATERIALGUT	BESCHREIBUNG
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45

9. VEREINIGTE STAATEN VON  
AMERIKA

BEANTRAGTE WARENZEICHEN  
TOLTECA  
INNOMINADA

KLASSE  
19  
19

REGISTRIERUNG  
Hängig  
Hängig

REGISTRIERUNGSDATUM  
23. Oktober 1996  
23. Oktober 1996



RECORDED: 10/31/2005

TRADEMARK  
REEL: 003244 FRAME: 0422