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MERGER OR SHARE EXCHANGE

C & C North America Inc.

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Share Exchange
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** Please verify & backdate to original submission date 11/16/04.*

*Thanks!
Ade M*

BASIC AMENDMENT

TACOM CORP.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 17, 2004

TACOM CORP.
13124 TRINITY DRIVE
STAFFORD, TX 77477SUBJECT: TACOM CORP.
REF: P98000013162

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

THE SELECTION FOR THE CORRECT FAX AUDIT COVER SHEET SHOULD BE "MERGER OR SHARE EXCHANGE" EFIL18. THE COVER LETTER SHOULD BE DONE IN THE NAME OF THE ACQUIRING CORPORATION. IN THIS CASE THE ACQUIRING CORPORATION IS "C & C NORTH AMERICA, INC." A DELAWARE CORPORATION, NOT QUALIFIED IN FLORIDA. THERE IS NO DOCUMENT NUMBER TO ENTER SO SIMPLY TYPE IN THE NAME OF THIS ACQUIRING CORPORATION.

THE FILING FEE FOR A SHARE EXCHANGE IS \$35.00 PER CORPORATION. (X3)

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If you have any questions concerning the filing of your document, please call (850) 245-6880.

Maren Gibson
Document Specialist

FAX Aud. #: H04000228762
Letter Number: 204A00065408

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF EXCHANGE OF
C & C NORTH AMERICA, INC.,
STONE SUPPLIERS, INC., AND
TACOM CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Florida Corporation Act"), C&C North America, Inc., a corporation duly organized under the laws of the State of Delaware ("C&C North America"), Stone Suppliers, Inc., a corporation duly organized under the laws of the state of Minnesota ("Stone Suppliers") and Tacom Corp., a corporation duly organized under the laws of the State of Florida ("Tacom") (C&C North America, Stone Suppliers and Tacom hereinafter collectively referred to as the "Constituent Companies") do hereby certify as follows:

ARTICLE I.

The Plan of Exchange dated as of November 15, 2004 (the "Plan of Exchange") attached hereto as Exhibit A, whereby all of the issued and outstanding shares of the common stock of Stone Suppliers and Tacom have been exchanged for shares of the common stock of C&C North America, has been approved and adopted by the Boards of Directors and shareholders of the Constituent Companies in the manner set forth in these Articles of Exchange.

ARTICLE II.

The Plan of Exchange was duly adopted and approved by the Board of Directors of C&C North America and by its shareholders as of November 15, 2004, in all cases pursuant to resolutions adopted by unanimous written consents in lieu of meetings, pursuant to the requirements of the Delaware General Corporation Law.

ARTICLE III.

The Plan of Exchange was duly adopted and approved by the Board of Directors of Stone Suppliers and by its shareholders as of November 15, 2004, in all cases pursuant to resolutions adopted by unanimous written consents in lieu of meetings, pursuant to the requirements of Minnesota law.

ARTICLE IV.

The Plan of Exchange was duly adopted and approved by the Board of Directors of Tacom and by its shareholders as of November 15, 2004, in all cases pursuant to resolutions adopted by unanimous written consents in lieu of meetings, pursuant to the requirements of Florida law.

These articles may be executed in several counterparts, and as so executed should constitute one (1) and the same instrument, notwithstanding that all the parties are not signatories to the original or same counterpart.

IN WITNESS WHEREOF, the Constituent Companies have executed these Articles of Exchange on the date set forth below.

C & C NORTH AMERICA, INC.

Dated as of November 15, 2004

By: *Roberto Contreras*
Roberto Contreras
Its: President

STONE SUPPLIERS, INC.

Dated as of November 15, 2004

By: *Isabel Martinez*
Isabel Martinez
Its: President

TACOM CORP.

Dated as of November 15, 2004

By: *Roberto Contreras*
Roberto Contreras
Its: President

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Exhibit A

PLAN OF EXCHANGE

PLAN OF EXCHANGE

This Plan of Exchange is made and entered into as of the 15th day of November, 2004, by and among **STONE SUPPLIERS, INC.**, a Minnesota corporation ("Stone Suppliers"), **TACOM CORP.**, a Florida corporation ("Tacom"), and **C & C NORTH AMERICA, INC.**, a Delaware corporation ("C & C North America").

C&C North America is the acquiring corporation.

ARTICLE I

STOCK TRANSFER AND EXCHANGE

A. Stone Suppliers Common Shareholders. On the Effective Date, each Stone Suppliers common shareholder shall be entitled to receive shares of the Common Stock of C & C North America in exchange for the common stock of Stone Suppliers held by the Stone Suppliers common shareholders on the date immediately preceding the Effective Date, in accordance with Exhibit A.

B. Tacom Shareholders. On the Effective Date, each Tacom shareholder shall be entitled to receive shares of the Common Stock of C & C North America in exchange for the shares of common stock of Tacom held by the Tacom shareholders on the date immediately preceding the Effective Date, in accordance with Exhibit A.

C. Stock Certificates. The Stone Suppliers common shareholders and Tacom shareholders shall deliver to C & C North America or its agent the certificate(s) representing the issued and outstanding shares of common stock of Stone Suppliers and the issued and outstanding shares of common stock Tacom owned by them, respectively, endorsed in blank or accompanied by appropriate stock power executed in blank and such other evidence of ownership as C & C North America shall reasonably request. Upon receipt of such certificate(s), C & C North America shall deliver to each Stone Suppliers shareholder and Tacom shareholder a certificate representing shares in C & C North America as provided in Sections I(A) and I(B).

11/16/04

above.

D. Terms of Exchange. For purposes of complying with applicable corporate statutes governing share exchanges, and without limiting or affecting any of the other provisions of this Agreement, the following is a summary of the terms and conditions of the exchange to be effected pursuant to this Agreement:

1. C & C North America, Inc. shall acquire the issued and outstanding common shares of stock of Stone Suppliers and the issued and outstanding common shares of stock of Tacom.

2. The terms and conditions of the exchange and the manner and basis of exchanging the Tacom common shares and the Stone Suppliers common shares for shares of C & C North America, are set forth in Exhibit A attached hereof and incorporated by reference herein.

Signature page to follow

1/17
[Signature]

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed
as of the date first above written.

STONE SUPPLIERS, INC.,
a Minnesota corporation

By: Isabel Martinez
Isabel Martinez
Its: President

TACOM CORP.,
a Florida corporation

By: Roberto Contreras
Roberto Contreras
Its: President

C & C NORTH AMERICA, INC.,
a Delaware corporation

By: Roberto Contreras
Roberto Contreras
Its: President

EXHIBIT A
SHARE EXCHANGE SCHEDULE

Each Stone Suppliers shareholder shall receive 0.25 shares of the common stock of C&C North America for each share of common stock of Stone Suppliers owned by them on the Effective Date.

Each Tacom shareholder shall receive Two Hundred and Fifty (250) shares of the common stock of C&C North America for each share of common stock of Tacom owned by them on the Effective Date.

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