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FILED
Apr 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F42407 (9)
 1. Corporation Name
TERRA CLAY PRODUCTS, INC.



Principal Place of Business Mailing Address
~~C/O MENDOZA GALLAG AND SCHILLING~~ ~~C/O MENDOZA GALLAG AND SCHILLING~~
~~261 ROYAL PALM WAY P.O. BOX 2715~~ ~~261 ROYAL PALM WAY P.O. BOX 2715~~
~~PALM BEACH FL 33480~~ ~~PALM BEACH FL 33480~~

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 24 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified
08/28/1981
 4. FEI Number Applied For
59-2120106 Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
~~MENDOZA GALLAG & SCHILLING~~
~~261 ROYAL PALM WAY~~
~~PALM BEACH FL 33480~~

10. Name and Address of New Registered Agent
 81 Name **William A. Fleck, Esq.**
 82 Street Address (P.O. Box Number is Not Acceptable)
Kramer, Ali, Fleck & Carothers
 83 **6650 West Indiantown Road, Suite 200**
 84 City **Jupiter** FL 85 Zip Code **33458**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept, the obligations of Section 607.0505, Florida Statutes.
 SIGNATURE *William A. Fleck* **William A. Fleck, Esq.** DATE **4-9-98**

12. OFFICERS AND DIRECTORS		DELETE
TITLE	DPS	<input type="checkbox"/>
NAME	MIOTTO, VALENTINO P	
STREET ADDRESS	926 26TH STREET	
CITY - ST - ZIP	WEST PALM BEACH, FL00000	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY - ST - ZIP			
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY - ST - ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY - ST - ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY - ST - ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY - ST - ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY - ST - ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **4/10/98 561-832-5511**

CR2E034 (10/97)