

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Sep 08 1997 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000005836 (9)
 1. Corporation Name
DARLING INTERNATIONAL INC.



Principal Place of Business 251 O'CONNOR RIDGE BOULEVARD SUITE 300 IRVING TX 75038	Mailing Address 251 O'CONNOR RIDGE BOULEVARD SUITE 300 IRVING TX 75038
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DO NOT WRITE IN THIS SPACE

21 2. Principal Place of Business	22 Suite, Apt. #, etc.	23 City & State	24 Zip	25 Country	26 2a. Mailing Address	27 Suite, Apt. #, etc.	28 City & State	29 Zip	30 Country
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3. Date Incorporated or Qualified 11/07/1996	3a. Date of Last Report
4. FEI Number 36-2495346	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL 85 Zip Code

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	LONGMIRE, DENNIS B	
STREET ADDRESS	251 O'CONNOR RIDGE BOULEVARD, SUITE 300	
CITY-ST-ZIP	IRVING TX 75038	
TITLE	CPOS	<input type="checkbox"/> DELETE
NAME	WITT, JOHN R	
STREET ADDRESS	251 O'CONNOR RIDGE BOULEVARD, SUITE 300	
CITY-ST-ZIP	IRVING TX 75038	
TITLE	PCOO	<input checked="" type="checkbox"/> DELETE
NAME	GHAZEY, KENNETH A	
STREET ADDRESS	251 O'CONNOR RIDGE BOULEVARD, SUITE 300	
CITY-ST-ZIP	IRVING TX 75038	
TITLE	V	<input type="checkbox"/> DELETE
NAME	COALSON, JAMES A	
STREET ADDRESS	251 O'CONNOR RIDGE BOULEVARD, SUITE 300	
CITY-ST-ZIP	IRVING TX 75038	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MCMURTRY, WILLIAM R	
STREET ADDRESS	251 O'CONNOR RIDGE BOULEVARD, SUITE 300	
CITY-ST-ZIP	IRVING TX 75038	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	CUMMINGS, RON E	
STREET ADDRESS	251 O'CONNOR RIDGE BOULEVARD, SUITE 300	
CITY-ST-ZIP	IRVING TX 75038	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	LEVY, MARK	
1.3 STREET ADDRESS	251 O'CONNOR RIDGE BLVD., SUITE 300	
1.4 CITY-ST-ZIP	IRVING, TX 75038	
2.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	PHILLIPS, BRAD	
2.3 STREET ADDRESS	251 O'CONNOR RIDGE BLVD., SUITE 300	
2.4 CITY-ST-ZIP	IRVING, TX 75038	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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 REQUIRED** 9-2-97

CF2E034 (4/97)