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May 08 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P32529 (0)  
1. Corporation Name  
MARTIN MARIETTA OVERSEAS CORPORATION

Principal Place of Business: 6801 ROCKLEDGE DR. BETHESDA MD 20817  
Mailing Address: 6801 ROCKLEDGE DR. BETHESDA MD 20817-1836

3. Date Incorporated or Qualified: 01/14/1991  
3a. Date of Last Report: 04/01/1996

2. Principal Place of Business: 21 680 American Avenue  
22. Suite/Apt # etc: 22 Accounting Svcs.-2nd Flr.  
23. City & State: 23 King of Prussia, PA  
24. Zip: 24 19406, 25. Country: 25 USA, 30. Country: 30 USA  
4. FEI Number: 52-1360141  
5. Certificate of Status Desired: \$8.75 Additional Fee Required  
6. Election Campaign Financing: \$5.00 May Be Added to Fees  
3. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent  
CT CORPORATION SYSTEM  
1200 S. 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  
85 Zip Code

I, 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: \_\_\_\_\_ DATE: \_\_\_\_\_  
(NOTE: Registered Agent signature required with registration)

OFFICERS AND DIRECTORS		12.	
P	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	President
NAME	BENSO, WILLIAM E.	1.2 NAME	James R. Nelson
STREET ADDRESS	6801 ROCKLEDGE DR.	1.3 STREET ADDRESS	6801 Rockledge Drive
CITY-ST-ZIP	BETHESDA MD	1.4 CITY-ST-ZIP	Bethesda, MD 20817
V	<input type="checkbox"/> DELETE	2.1 TITLE	Vice President & General Counsel
NAME	WEISSMAN, HOWARD O.	2.2 NAME	
STREET ADDRESS	6801 ROCKLEDGE DR.	2.3 STREET ADDRESS	800002184218
CITY-ST-ZIP	BETHESDA MD	2.4 CITY-ST-ZIP	-05/20/97--01002--033
T	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	Treasurer ***165.00
NAME	IDE, MARCUS B	3.2 NAME	Walter Skowronski
STREET ADDRESS	6801 ROCKLEDGE DR.	3.3 STREET ADDRESS	6801 Rockledge Drive
CITY-ST-ZIP	BETHESDA MD	3.4 CITY-ST-ZIP	Bethesda, MD 20817
S	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	Secretary
NAME	TRIPPETT, LILLIAN M	4.2 NAME	Marianne S. Williams
STREET ADDRESS	6801 ROCKLEDGE DR.	4.3 STREET ADDRESS	6801 Rockledge Drive
CITY-ST-ZIP	BETHESDA MD	4.4 CITY-ST-ZIP	Bethesda, MD 20817
AS	<input type="checkbox"/> DELETE	5.1 TITLE	Assistant Secretary
NAME	WILLIAMS, MARIANNE S.	5.2 NAME	Jennifer Bradshaw
STREET ADDRESS	6801 ROCKLEDGE DR.	5.3 STREET ADDRESS	6801 Rockledge Drive
CITY-ST-ZIP	BETHESDA MD	5.4 CITY-ST-ZIP	Bethesda, MD 20817
AS	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	Assistant Secretary
NAME	CHIET, ARNOLD	6.2 NAME	Donald Rightour
STREET ADDRESS	6801 ROCKLEDGE DR.	6.3 STREET ADDRESS	6801 Rockledge Drive
CITY-ST-ZIP	BETHESDA MD	6.4 CITY-ST-ZIP	Bethesda, MD 20817

I, \_\_\_\_\_ Secretary of the above-named corporation, hereby certify that the information furnished in this report is true and accurate, and that my signature shall have the same legal effect as if made under oath, that the information was prepared by the person or persons authorized to prepare the report as required by Chapter 607, Florida Statutes, and that my name and address are those of the person or persons authorized to prepare the report as required by Chapter 607, Florida Statutes.

SIGNATURE: *Marianne Williams* Corporate Secretary  
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: \_\_\_\_\_  
04/30/1997

CRPF034 (9/96)