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FILED
Mar 11 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 # 822249 (9)		
1. Corporation Name ALUMA SYSTEMS USA INC.		



Principal Place of Business 1111 NORTH LOOP WEST SUITE 700 HOUSTON TX 77008 US	Mailing Address CORPORATE RECORDS P.O. BOX 467 ELLICOTT STA P O BOX 467, ELLICOTT STATION BUFFALO NY 14205-7467 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 12/31/1968	4. FEI Number 94-0349660	Applied For 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 type="checkbox"/> No		

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	
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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	PD
NAME	PAGE, AUSTIN
STREET ADDRESS	4810 DUFFERIN ST
CITY-ST-ZIP	DOWNSVIEW ONT CA
TITLE	VP
NAME	LYN PARRY
STREET ADDRESS	4810 DUFFERIN ST
CITY-ST-ZIP	CANADA MSH 5S8
TITLE	S
NAME	PARRY, LYN
STREET ADDRESS	4810 DUFFERIN ST
CITY-ST-ZIP	CANADA MSH 5S8
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Jeffrey Marshall
1.2 NAME	4810 Dufferin Street
1.3 STREET ADDRESS	Downsview, Ont. M3H 5S8
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
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.

CR2E034 (10/97)

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**Aluma Systems USA Inc.
1997**

TITLE	NAME	ADDRESS
Chairman of The Board, C.E.O. & President	Jeffrey G. Marshall	76 Balsam Avenue Toronto, Ontario, Canada M4E 3B7
Vice-President, Finance and Administration, CFO, Secretary	Lyn Parry	4810 Dufferin Street Downsview, Ontario M3H 5S8
Vice-President and General Manager, US East	Trevor Gosney	5 Kittewake Court Woodlands, Texas 77380
Vice-President and General Manager, US West	John Vallely	24382 Totuava Mission Viego, California 92691
Director	Jeffrey G. Marshall	76 Balsam Avenue Toronto, Ontario, Canada M2N 6J4
	Elvio DelZotto	4800 Dufferin Street Downsview, Ontario M3H 5S9
	Herb Noble	4800 Dufferin Street Downsview, Ontario M3H 5S9