

F96000000671



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 951729 4358627

AUTHORIZATION : Patricia P

COST LIMIT : \$ 35.00

ORDER DATE : September 3, 1998

ORDER TIME : 3:10 PM

200002654892--3

ORDER NO. : 951729-185

CUSTOMER NO: 4358627

CUSTOMER: Mr. Wendell E. Phillips
Southdown, Inc.
1200 Smith St. / Ste. 2400

Houston, TX 77002

CHANGE OF AGENT

NAME: MEDUSA-CITADEL, INC.

FILED
98 OCT -2 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

RECEIVED
98 OCT -2 PM 4:15
DIVISION OF CORPORATION

R.A. Chang
10-5-98
CC

*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Alabama submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: MEDUSA-CITADEL, INC.

2. The mailing address of the corporation is: P.O. BOX 5668
CLEVELAND, OH 44101

3. Date of incorporation/qualification: February 9, 1996 Document number: F96000000671

4. The name and address of the current registered agent and office:

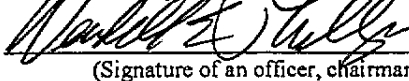
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board


(Signature of an officer, chairman or vice chairman of the board)

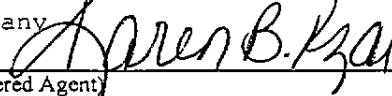
9/15/98
(Date)

WENDELL E. PHILLIPS, II, Assistant Secretary

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

(Signature of Registered Agent)

9/30/98
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR
(Typed or Printed Name)

Assistant Vice President
(Capacity)

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