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Feb 08, 1999 8:00am  
Secretary of State

02-08-1999 90041 012 \*\*\*\*150.00

PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # F98000004295

1. Corporation Name

ALCALAGRES (USA), INC.

Principal Place of Business

1209 ORANGE STREET  
WILMINGTON DE 19801

Mailing Address

1209 ORANGE STREET  
WILMINGTON DE 19801

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/28/1998

4. FEI Number

22-3079813

Applied For

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 the current year Intangible  
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301-2525

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD  
NAME VIDAL, FERNANDO  
STREET ADDRESS 28815 CAMARMA DE ESTERUELAS  
CITY-ST-ZIP MADRID SPAIN

DELETE

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

Change Addition

TITLE VSTD  
NAME TARANO, FERNANDO  
STREET ADDRESS 28815 CAMARMA DE ESTERUELAS  
CITY-ST-ZIP MADRID SPAIN

DELETE

2.1 TITLE  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP

Change Addition

TITLE ASAT  
NAME GOWEN, GEORGE W  
STREET ADDRESS 666 THIRD AVE., 27TH FLOOR  
CITY-ST-ZIP NEW YORK NY 10017

DELETE

3.1 TITLE  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

Change Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

4.1 TITLE  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

Change Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

5.1 TITLE  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

Change Addition

TITLE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

DELETE

6.1 TITLE  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP

Change Addition

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, with all other like empowered.

SIGNATURE

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)