

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$400.00 LATE FEE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JUL 13 AM 9:20

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999
FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE \$188.75
Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L97000000008

Alliance Materials Company, L. C.
C/O Southdown, Inc.
1200 Smith Street, Suite 2400
Houston, TX 77002

1a. Principal Place of Business Address
C/O 13228 Central Florida Ave.
Tampa, FL 33612

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/31/1996	Florida
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	59-3452485	
7. Name and Address of Current Registered Agent				8. Date of Last Report	
Sivyer, Neal A				3/5/1998	
220 South Franklin Street				8. Certificate of Status Desired	
Tampa, FL 33602				<input checked="" type="checkbox"/> \$2.75 Additional Fee Required	

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office	
Sivyer, Neal A		Name	
220 South Franklin Street		Street Address (P.O. Box Number is Not Acceptable)	
Tampa, FL 33602		Suite, Apt. #, etc.	
		City	
		FL	
		Zip Code	

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

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

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	Southdown, Inc.	13228 Central Avenue	Tampa, FL
MGRM	Omnivest Resources, Inc.	680 Atchison Way, Suite 800	Castle Rock, CO

05/13/99-90031-021
\$188.75

11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Wendell E. ...* Asst. Secretary
DATE: 4/20/99 7136526500
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER