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813 871 4491: # 2/ 3

1998 JAN 27 PM 12: 34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|                                              |                                                                                   |                                                                                                                  |
|----------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT 1998</b> |  | <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Sandra S. Northum</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|

DOCUMENT # **922585**

1. Corporation Name

WALTER INDUSTRIES, INC.

|                                            |                                           |
|--------------------------------------------|-------------------------------------------|
| Principal Place of Business                | Mailing Address                           |
| 1500 N. Dale Mabry Hwy.<br>Tampa, FL 33607 | 1500 N. Dale Mabry Hwy.<br>Tampa, FL 3307 |

DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                     |                                                                                                                                                                         |                                |
|--------------------------------|---------------------|---------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     | 3. Date incorporated or Qualified<br><b>01/17/1989</b>                                                                                                                  |                                |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. | 4. FEI Number<br><b>13-3429953</b>                                                                                                                                      | Applied For<br>Not Applicable  |
| 22                             | City & State        | 27                  | City & State        | 5. Certificate of Status Desired <b>XX</b>                                                                                                                              | \$8.75 Additional Fee Required |
| 23                             | Zip                 | 28                  | Zip                 | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                                         | \$5.00 May Be Added to Fees    |
| 24                             | Country             | 29                  | Country             | 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                |

|                                                                            |  |                                                                                                                                                          |  |
|----------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 8. Name and Address of Current Registered Agent                            |  | 10. Name and Address of New Registered Agent                                                                                                             |  |
| CT Corporation System<br>1200 So. Pine Island Road<br>Plantation, FL 33324 |  | 01 Name<br>02 Street Address (P.O. Box Number is Not Acceptable)<br><b>300002415273--5</b><br><b>-01/28/98--01107--009</b><br>03 City<br><b>FL 33324</b> |  |

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 607.0606, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when registering) DATE \_\_\_\_\_

|                            |                                       |                                                       |                                                                   |
|----------------------------|---------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| 12. OFFICERS AND DIRECTORS |                                       | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
| TITLE                      | PCEOD <input type="checkbox"/> DELETE | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Hyatt, Kenneth E.                     | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 1500 N. Dale Mabry Hwy.               | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | Tampa, FL 33607                       | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | VCFO <input type="checkbox"/> DELETE  | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Fjelstul, Dean M.                     | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 1500 N. Dale Mabry Hwy.               | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | Tampa, FL 33607                       | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | D <input type="checkbox"/> DELETE     | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Tokarz, Michael T.                    | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 9 West 57th St.                       | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | New York, NY                          | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | D <input type="checkbox"/> DELETE     | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Golkin, Perry                         | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 9 West 57th St.                       | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | New York, NY                          | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | DCOO <input type="checkbox"/> DELETE  | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Almy, Richard E.                      | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 1500 N. Dale Mabry Hwy.               | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | Tampa, FL                             | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | AC <input type="checkbox"/> DELETE    | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | Eisch, Cynthia B.                     | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 1500 N. Dale Mabry Hwy.               | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | Tampa, FL                             | 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 no so attached with an address.

SIGNATURE: By WALTER INDUSTRIES, INC. Asst. Controller & Director of Taxes 1/23/98 (813)871-4273

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

1/23/98 11:07:17

(2)

September 15, 1997

WALTER INDUSTRIES, INC.  
(Formerly Hillsborough Holdings Corporation)  
1500 North Dale Mabry Highway  
Tampa, Florida 33607  
Tel: (813) 871-4811

Employer Identification Number 13-3429953

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**DIRECTORS:**

Richard E. Almy  
Howard L. Clark, Jr.  
James B. Farley  
Eliot M. Fried  
Perry Golkin  
Kenneth E. Hyatt - Chairman  
James L. Johnson  
Michael T. Tokarz  
James W. Walter - Chairman Emeritus

**OFFICERS:**

**TITLE:**

|                     |                                                         |
|---------------------|---------------------------------------------------------|
| Kenneth E. Hyatt    | President and Chief Executive Officer                   |
| Richard E. Almy     | Executive Vice President and Chief Operating Officer    |
| Dean M. Fjelstul    | Senior Vice President and Chief Financial Officer       |
| Robert W. Michael   | Senior Vice President and Group Executive               |
| William N. Temple   | Senior Vice President and Group Executive               |
| Frank A. Hult       | Vice President, Controller and Chief Accounting Officer |
| Edward A. Porter    | Vice President, General Counsel and Secretary           |
| David L. Townsend   | Vice President - Administration                         |
| Mary C. Snow        | Assistant General Counsel and Assistant Secretary       |
| Stephen H. Foxworth | Assistant Treasurer                                     |

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September 15, 1997

**OFFICERS:**

**TITLE:**

S. Louise Russell  
Joseph W. Spransy  
Cynthia B. Eisch  
Kathy H. Love  
Kimberly A. Perez

Assistant Secretary  
Assistant Secretary  
Assistant Controller  
Assistant Controller  
Assistant Controller - Director of  
Accounting and Strategic Planning

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Incorporated in Delaware August 6, 1987. Name changed from Hillsborough Holdings Corporation to Walter Industries, Inc. April 1, 1991.

Registered Agent: The Corporation Trust Company  
1209 Orange Street  
Wilmington, DE 19801