

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**APPROVED
AND
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95 APR 25 AM 7:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1995		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P33247 (8)

1. Corporation Name
SOUTHDOWN, INC.

Principal Place of Business 1200 SMITH STREET, SUITE 2400 HOUSTON TX 77002	Mailing Address 1200 SMITH STREET, SUITE 2400 HOUSTON TX 77002
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DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business 21	2a. Mailing Address 26
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip	29 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 03/21/1991	3a. Date of Last Report 04/27/1994
4. FEI Number 72-0296500	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
6. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE HALL CORPORATION SYSTEM INC.
1201 HAYES STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reconstituting)

12. OFFICERS AND DIRECTORS

TITLE	CD
NAME	LOEWENBAUM, G. WALTER, II
STREET ADDRESS	1200 SMITH STREET, #2400
CITY - ST - ZIP	HOUSTON TX
TITLE	D
NAME	CONWAY, W.J.
STREET ADDRESS	1200 SMITH STREET, #2400
CITY - ST - ZIP	HOUSTON TX
TITLE	PD
NAME	COMER, CLARENCE C.
STREET ADDRESS	1200 SMITH STREET, #2400
CITY - ST - ZIP	HOUSTON TX
TITLE	V
NAME	MARSTON, EDGAR J., III
STREET ADDRESS	1200 SMITH STREET, #2400
CITY - ST - ZIP	HOUSTON TX
TITLE	V
NAME	TOMPKINS, J. BRUCE
STREET ADDRESS	1200 SMITH STREET, #2400
CITY - ST - ZIP	HOUSTON TX
TITLE	V
NAME	MARTINEAU, EUGENE P.
STREET ADDRESS	1200 SMITH STREET, #2400
CITY - ST - ZIP	HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 initial.

SIGNATURE:  **4/14/95 (713) 653-8022**

Daytime Phone #