

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

PROFIT CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

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**

3. Date Incorporated or Qualified: **03/21/1991**
3a. Date of Last Report: **04/25/1995**
4. FEI Number: **72-0296500**
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23
2a. Mailing Address: 26, 27, 28
24. Zip: 25, 29, 30
Country: 25, 29, 30

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
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code: **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

Signature typed or printed name of registered agent and the corporation (SOLE PROPRIETORS SIGNATURE REQUIRED) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1. TITLE	CD
NAME	LOEWENBAUM, G. WALTER, II	2. NAME	FRANK J. RYAN
STREET ADDRESS	1200 SMITH STREET, #2400	3. STREET ADDRESS	1200 SMITH ST #2400
CITY-ST-ZIP	HOUSTON TX 77002	4. CITY-ST-ZIP	HOUSTON, TX 77002
TITLE	D	2.1 TITLE	
NAME	CONWAY, W.J.	2.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	2.4 CITY-ST-ZIP	
TITLE	PD	3.1 TITLE	
NAME	COMER, CLARENCE C.	3.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	V
NAME	MARSTON, EDGAR J., III	4.2 NAME	BILLARD, PATRICK B.
STREET ADDRESS	1200 SMITH STREET, #2400	4.3 STREET ADDRESS	1200 SMITH ST. #2400
CITY-ST-ZIP	HOUSTON TX 77002	4.4 CITY-ST-ZIP	HOUSTON, TX 77002
TITLE	V	5.1 TITLE	
NAME	TOMPKINS, J. BRUCE	5.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	MARTINEAU, EUGENE P.	6.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	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 of this filing with an address.

SIGNATURE:

Wendell E. Phillips, II
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Wendell E. Phillips, II
Secretary

4/15/96 (713)653-8022
DATE/TIME/PHONE #

CR2E034 (12/95)