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Apr 30 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		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 77002-4313
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 03/21/1991	3a. Date of Last Report 04/25/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 72-0296500	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/> \$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	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input 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
 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 re-registering) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	RYAN, FRANK J.	
STREET ADDRESS	1200 SMITH STREET, #2400	
CITY-ST-ZIP	HOUSTON TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CONWAY, W.J.	
STREET ADDRESS	1200 SMITH STREET, #2400	
CITY-ST-ZIP	HOUSTON TX	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	COMER, CLARENCE C.	
STREET ADDRESS	1200 SMITH STREET, #2400	
CITY-ST-ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BALLARD, PATRICK S.	
STREET ADDRESS	1200 SMITH STREET, #2400	
CITY-ST-ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	TOMPKINS, J. BRUCE	
STREET ADDRESS	1200 SMITH STREET, #2400	
CITY-ST-ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	BULLARD, PATRICK S.
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 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. (Change only on an attachment with an address.)

SIGNATURE _____ **Wendell E. Phillips, II** **Asst. Secretary** **4/28/97 713 653-8000**

CR2E034 (9/96)

SOUTHDOWN, INC.

1200 Smith Street, Suite 2400
Houston, Texas 77002

F.I.D. #72-0296500

Directors:

Clarence C. Comer
W. J. Conway
Killian L. Huger, Jr.
Frank J. Ryan
M. Whitson Sadler

Robert J. Slater
David J. Tippeconnic
Ronald N. Tutor
V. H. Van Horn, III
Steven B. Wolitzer
Robert G. Potter

Officers:

Frank J. Ryan	-	Chairman of the Board
Clarence C. Comer	-	President and Chief Executive Officer
J. Bruce Tompkins	-	Executive Vice President - Cement Group
Eugene P. Martineau	-	Executive Vice President - Concrete Products Group
James L. Persky	-	Executive Vice President - Finance and Administration
Dennis M. Thies	-	Sr. Vice President - Corporate Development
Patrick S. Bullard	-	Vice President, General Counsel and Secretary
Daniel W. Heintz	-	Vice President - Environmental Affairs
Kenneth D. Cohn	-	Vice President - Employee Benefits and Assistant Secretary
Stephen R. Miley	-	Corporate Vice President - Sales
Rolland L. Johns	-	Vice President - Marketing
John T. Bloom	-	Vice President - Corporate Planning and Development
J. C. Humphrey	-	Vice President - Information Systems

Thomas E. Daman	-	Treasurer
Allan B. Korsakov	-	Corporate Controller
Frank R. Fults	-	Assistant Controller
Richard D. Copeland	-	Assistant Controller Operations
L. Craig Carleton	-	Assistant Treasurer
Wendell E. Phillips, II	-	Assistant Secretary