

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Apr 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip Country 28	
3. Date Incorporated or Qualified 03/21/1991			
4. FEI Number 72-0296500		Applied For <input type="checkbox"/> 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	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input 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 reinstating) DATE _____			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RYAN, FRANK J.	1.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	1.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	1.4 CITY - ST - ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CONWAY, W.J.	2.2 NAME	D
STREET ADDRESS	1200 SMITH STREET, #2400	2.3 STREET ADDRESS	K.L. HUGGER
CITY - ST - ZIP	HOUSTON TX	2.4 CITY - ST - ZIP	1200 SMITH STREET # 2400
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COMER, CLARENCE C.	3.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	3.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	3.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	VS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BULLARD, PATRICK S	4.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	4.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	4.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOMPKINS, J. BRUCE	5.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	5.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	5.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARTINEAU, EUGENE P.	6.2 NAME	
STREET ADDRESS	1200 SMITH STREET, #2400	6.3 STREET ADDRESS	
CITY - ST - ZIP	HOUSTON TX	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 on an attachment to this report.			
SIGNATURE: _____		Wendell E. Phillips, Jr. Asst. Secretary 4/29/98 1136038022	

CR2E034 (10/97)