



THE UNITED STATES
CORPORATION
COMPANY

P38897

ACCOUNT NO. : 072100000032

REFERENCE : 407268 4358627

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizit
Patricia Pizit

ORDER DATE : October 11, 1999

ORDER TIME : 3:17 PM

ORDER NO. : 407268-025

CUSTOMER NO: 4358627

CUSTOMER: Mr. Wendell E. Phillips
Southdown, Inc.
1200 Smith St. / Ste. 2400

Houston, TX 77002

000003013960--4

RA
Change

CHANGE OF AGENT

NAME: SUNSHINE MATERIALS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

FILED
99 OCT -13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT 13 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for
10/13/99

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of DELAWARE
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.

1. The name of the corporation is: SUNSHINE MATERIALS, INC.
2. The mailing address of the corporation is: P.O. BOX 1659
INVERNESS, FL 34451-1659
3. Date of incorporation/qualification: 05/20/92 Document number: P38897
4. The name and address of the current registered agent and office:

PATRICIA M. PETRACH

2461 EAST GULF-TO-LAKE HIGHWAY

INVERNESS, FL 34451-1659

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

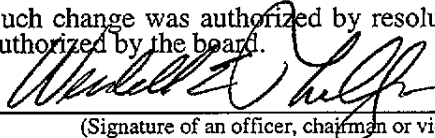
1201 Hays Street

Tallahassee, Florida 32301

FILED
99 OCT 13 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

10/6/99
(Date)

WENDELL PHILLIPS, II ASSISTANT SECRETARY

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: 
(Signature of Registered Agent)

10/13/99
(Date)

If signing on behalf of an entity:

LAURA R. DUNLAP

(Typed or Printed Name)

ASSISTANT VICE PRESIDENT

(Capacity)

*** FILING FEE: \$35.00 ***