



P39433

FILED
99 OCT 12 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 407268 4358627

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizit

ORDER DATE : October 11, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 407268-035

100003012661--8

CUSTOMER NO: 4358627

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

Houston, TX 77002

CHANGE OF AGENT

NAME: SMI HOLDINGS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

C. COULLETTE OCT 12 1999

RECEIVED
99 OCT 12 PM 12:07
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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: SMI HOLDINGS INC.
2. The mailing address of the corporation is: P.O. BOX 1659
INVERNESS, FL 34451-1659
3. Date of incorporation/qualification: 06/26/92 Document number: P39433
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

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)

10-12-99
(Date)

If signing on behalf of an entity:

LAURA R. DUNLAP ASSISTANT VICE PRESIDENT
(Typed or Printed Name) (Capacity)

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

FILED
99 OCT 12 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA