


**FILED**  
**Mar 24, 1999 8:00 am**  
**Secretary of State**

03-24-1999 90057 017 \*\*\*158.75

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1999</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> <b>Secretary of State</b> <b>DIVISION OF CORPORATIONS</b>
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**DOCUMENT # P98000007286**

1. Corporation Name  
**ALON USA, INC.**



Principal Place of Business  
**701 BRICKELL AVENUE**  
**SUITE 3000**  
**MIAMI FL 33131**

Mailing Address  
**701 BRICKELL AVENUE**  
**SUITE 3000**  
**MIAMI FL 33131**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>01/23/1998</b>	
21		26		4. FEI Number <b>65-0819470</b>	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75</b> Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees	
City & State		City & State		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
24	Zip	25	Country	29	30

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
<b>INTRASTATE REGISTERED AGENT CORPORATION</b> <b>701 BRICKELL AVENUE</b> <b>SUITE 3000</b> <b>MIAMI FL 33131</b>		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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		DATE	
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDS <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SZERER, ROBERTO	1.2 NAME	
STREET ADDRESS	701 BRICKELL AVE., STE. 3000	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FLORIDA 33131	1.4 CITY-ST-ZIP	
TITLE	DVPAST <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DURCHFORT, RONALD	2.2 NAME	
STREET ADDRESS	701 BRICKELL AVE., STE. 3000	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI, FLORIDA 33131	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 in changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: 

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/24/99 954/456-2566/11

CR25034 (11/98)