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Jun 04, 1999 8:00 am
Secretary of State

06-04-1999 90010 003 ***550.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F960000005836

1. Corporation Name
 DARLING INTERNATIONAL INC.

Principal Place of Business Mailing Address

251 O'CONNOR RIDGE BLVD.
 #300
 IRVING, TX 75038

DO NOT WRITE IN THIS SPACE

21	2. Principal Place of Business	2a	Mailing Address
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.
23	City & State	28	City & State
24	Zip Country	29	Zip Country

3.	Date Incorporated or Qualified	11/7/96
4.	FEI Number	36-2495346
5.	Certificate of Status Desired	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees
8.	This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

CT CORPORATION
 1200 S. PINE ISLAND RD.
 PLANTATION, FL 33324

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____
 Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	DENNIS LONGMIRE	
STREET ADDRESS	251 O'CONNOR RIDGE BLVD, #300	
CITY - ST - ZIP	IRVING, TX 75038	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	JOHN MUSE	
STREET ADDRESS	251 O'CONNOR RIDGE BLVD, #300	
CITY - ST - ZIP	IRVING, TX 75038	
TITLE	MARK LEVY	<input checked="" type="checkbox"/> DELETE
NAME	JAMES COALSON	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS		
CITY - ST - ZIP		
TITLE	WILLIAM MCCURTNEY	<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS	251 O'CONNOR RIDGE BLVD, #300	
CITY - ST - ZIP	IRVING, TX 75038	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BRAD PHILLIPS	
STREET ADDRESS	251 O'CONNOR RIDGE BLVD, #300	
CITY - ST - ZIP	IRVING, TX 75038	

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 checked="" type="checkbox"/> Addition
3.2	NAME	MITCHELL KILANOWSKI
3.3	STREET ADDRESS	251 O'CONNOR RIDGE BLVD, #300
3.4	CITY - ST - ZIP	IRVING, TX 75038
4.1	TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2	NAME	NEIL KATCHEN
4.3	STREET ADDRESS	251 O'CONNOR RIDGE BLVD, #300
4.4	CITY - ST - ZIP	IRVING, TX 75038
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 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 with an address, with all other like empowered.

SIGNATURE: M.A. REED M.A. REED ASST. SEC. 5/21/99 (922) 717-0300
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/96)