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May 14 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P96000053222 (1)

1. Corporation Name  
U. S. STONE MANAGEMENT-NZ, INC.



Principal Place of Business: 1460 CHUKAR RIDGE, PALM HARBOR FL 34683  
Mailing Address: 1460 CHUKAR RIDGE, PALM HARBOR FL 34683-6456

3. Date Incorporated or Qualified: 06/20/1996  
3a. Date of Last Report: 06/20/1996  
4. FEI Number: 59-3397127  
5. Certificate of Status Desired:  \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution:  \$5.00 May Be Added to Fees  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

2. Principal Place of Business: 21 800 West Arbrook, Suite 320, Arlington, TX, Zip 76015, Country Terant  
2a. Mailing Address: 26 Same as 2., Suite, Apt. #, etc.  
27 City & State: 28  
29 Zip: 30 Country

9. Name and Address of Current Registered Agent: HOUSE, STEVE, 1460 CHUKAR RIDGE, PALM HARBOR FL 34683

10. Name and Address of New Registered Agent: 81 Name: SCOTT R. SPOERL, 82 Street Address: 2706 Alt. 19 N, Suite 270, 83, 84 City: PALM HARBOR, FL, 85 Zip Code: 34683

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: Scott R. Spoerl, DATE: 4/29/97

12. OFFICERS AND DIRECTORS

TITLE	D	DELETED
NAME	HOUSE, STEVE	
STREET ADDRESS	1460 CHUKAR RIDGE	
CITY - ST - ZIP	PALM HARBOR FL 34683	
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	Change
1.2 NAME	HOUSE, STEVE	
1.3 STREET ADDRESS	2405 Brookgreen Ct.	
1.4 CITY - ST - ZIP	Bedford, TX 76021	
2.1 TITLE		Change
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE		Change
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE		Change
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE		Change
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE		Change
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP		

14. I do 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.

SIGNATURE: [Signature], DATE: 4/29/97, DAYTIME PHONE: 817-784-1113

CP2E034 (9/96)