

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 808002 (0)

1. Corporation Name
SHELL OIL COMPANY

Principal Place of Business ONE SHELL PLAZA P O BOX 2463 HOUSTON TX 77252	Mailing Address ONE SHELL PLAZA P O BOX 2463 HOUSTON TX 77252-2463
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2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

3. Date Incorporated or Qualified 09/30/1949	3a. Date of Last Report 05/01/1996
4. FEI Number 13-1299890	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
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 _____

12. OFFICERS AND DIRECTORS

TITLE	T	<input type="checkbox"/> DELETE
NAME	BOTTS, T M	
STREET ADDRESS	ONE SHELL PLAZA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	C	<input type="checkbox"/> DELETE
NAME	CARUSO, N J	
STREET ADDRESS	ONE SHELL PLAZA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	PAUL, S.J.	
STREET ADDRESS	ONE SHELL PLAZA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	T	<input type="checkbox"/> DELETE
NAME	EDRINGTON, J B	
STREET ADDRESS	ONE SHELL PLAZA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	HOWARD, T.J.	
STREET ADDRESS	ONE SHELL PLAZA	
CITY-ST-ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LACKEY, S A	
STREET ADDRESS	OEN SHELL PLAZA	
CITY-ST-ZIP	HOUSTON TX	

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 type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	CORPORATE SECRETARY <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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 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: *T. J. Howard* T. J. HOWARD 4/28/97 713-241-4461

CR2E034 (9/96)

OFFICERS

Philip J. Carroll
President and Chief Executive Officer

Jack E. Little
Executive Vice President
(Exploration and Production)

J. M. Morgan
Senior Vice President
(Oil Products)

J. van der Veer
Senior Vice President
(Chemical)

B. Gardy
Vice President - Finance

T. M. Botts
Treasurer

S. A. Lackey
Vice President and
General Counsel

E. B. Kennair
Assistant Treasurer

B. W. Levan
Vice President
(Human Resources)

R. L. Leftwich
Assistant Treasurer

J. P. Parrish
Vice President
(Services)

N. J. Caruso
Controller

S. C. Stryker
Vice President and
General Tax Counsel

T. J. Howard
Assistant Secretary

S. E. Ward
Vice President
(Government Affairs)*

S. J. Paul
Assistant Secretary

Effective: December 1, 1995

* 1401 Eye Street, N.W., Suite 1030, Washington, D.C. 20005.

Parenthetical expressions are descriptive of positions and
not part of titles.

As of: 3/14/97

Corporate Information: Shell Oil Company

Principal Business Office: One Shell Plaza
P.O. Box 2463
Houston, TX 77252-2463

Nature of Business: To engage in the business of exploring for oil gas and other minerals, and of producing, refining, manufacturing, processing, transporting, distributing and marketing oil, gas and other minerals and their products and chemicals and chemical products and other goods, wares and merchandise, including engaging in and exploiting research in connection with any or all of the foregoing.

Company Former Name: Shell Union Oil Corporation
(changed to Shell Oil Company on 9/22/49)

DIRECTORS

C.A.J. Herkstroter, Chairman

Joseph E. Antonini	Jack E. Little
Rand V. Araskog	Vilma S. Martinez
Philip J. Carroll	Harold A. Poling
Robert F. Daniell	Gordon R. Sullivan
John S. Jennings	John F. Woodhouse