

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90032 015 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 808002

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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/30/1949	
21		26		4. FEI Number 13-1299890	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30		
Zip		Country			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

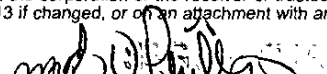
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	T	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HODGE, S.K.			1.2 NAME	R. W. LEFTWICH		
STREET ADDRESS	ONE SHELL PLAZA			1.3 STREET ADDRESS	ONE SHELL PLAZA		
CITY-ST-ZIP	HOUSTON TX 77002			1.4 CITY-ST-ZIP	HOUSTON, TX 77002		
TITLE	C	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CARUSO, N J			2.2 NAME			
STREET ADDRESS	ONE SHELL PLAZA			2.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			2.4 CITY-ST-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	PAUL, S.J.			3.2 NAME			
STREET ADDRESS	ONE SHELL PLAZA			3.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			3.4 CITY-ST-ZIP			
TITLE	CS	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	EDRINGTON, J B			4.2 NAME			
STREET ADDRESS	ONE SHELL PLAZA			4.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			4.4 CITY-ST-ZIP			
TITLE	AS	<input checked="" type="checkbox"/> DELETE		5.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HOWARD, T.J.			5.2 NAME	E. V. PHILLIPS		
STREET ADDRESS	ONE SHELL PLAZA			5.3 STREET ADDRESS	ONE SHELL PLAZA		
CITY-ST-ZIP	HOUSTON TX			5.4 CITY-ST-ZIP	HOUSTON, TX 77002		
TITLE	V	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LACKEY, S A			6.2 NAME			
STREET ADDRESS	ONE SHELL PLAZA			6.3 STREET ADDRESS			
CITY-ST-ZIP	HOUSTON TX			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:  E. V. PHILLIPS 4/29/99 713/241-4461

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CR2E034 (11/98)

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808002

**SHELL OIL COMPANY
910 LOUISIANA
HOUSTON, TX 77002
(713) 241-6161**

Officers

**Jack E. Little
President and Chief Executive Officer
and
Executive Vice President
(Exploration & Production)**

**L. E. Sloan
Senior Vice President
(Chemical)**

**G. E. Banister
Vice President (Services)**

**S. M. Borches
Vice President (Corporate Affairs)**

**D. Gardy
Vice President - Finance**

**S. A. Lackey
Vice President and General Counsel**

**B. W. Levan
Vice President (Human Resources)**

**S. C. Stryker
Vice President and General Tax Counsel**

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

**R. W. Leftwich
Treasurer**

**N. J. Caruso
Controller**

**J. B. Edrington
Corporate Secretary**

**S. J. Paul
Assistant Secretary**

**E. V. Phillips
Assistant Secretary**

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**SHELL OIL COMPANY
910 LOUISIANA
Houston, TX 77002**

BOARD OF DIRECTORS

**Joseph E. Antonini
Retired Chairman, President and Chief Executive Officer
Kmart Corporation**

**Rand V. Araskog
Retired Chairman and Chief Executive Officer
ITT Corporation**

**Robert F. Daniell
Retired Chairman
United Technologies Corporation**

**Jack E. Little
President and Chief Executive Officer
and
President and Chief Executive Officer
Shell Exploration & Production Company**

**Vilma S. Martinez
Partner
Munger, Tolles & Olson**

**S. L. Miller
a Managing Director
Royal Dutch Petroleum Company**

**Mark Moody-Stuart*
Chairman and a Managing Director
The "Shell" Transport and Trading Company, p.l.c.**

Harold A. Poling
Retired Chairman and Chief Executive Officer
Ford Motor Company**

**Gordon R. Sullivan
Retired Chief of Staff
United States Army**

**John F. Woodhouse
Senior Chairman
Sysco Corporation**

* Chairman
** Emeritus Director

July, 1998