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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 # 810775 (7)
1. Corporation Name
FINA UNITED CORPORATION



Principal Place of Business
8350 N. CENTRAL EXPRESSWAY
DALLAS TX 75206

Mailing Address
8350 N. CENTRAL EXPRESSWAY
DALLAS TX 75206-1625

3. Date Incorporated or Qualified: 01/27/1956
3a. Date of Last Report: 05/01/1996
4. FEI Number: 75-1233546
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 Suite, Apt #, etc.
22 City & State
23 Zip Country
24 Zip Country
25 Zip Country
26 Mailing Address
27 Suite, Apt #, etc.
28 City & State
29 Zip Country
30 Zip Country

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 FL 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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS
TITLE NAME STREET ADDRESS CITY- ST- ZIP
VPD GODFREY, CULLEN MICHEAL 5308 BLACKHAWK PLANO TX 75093
PD HADDOCK, RONALD W. 3012 BRYN MAWR DALLAS TX 75225
VTCF BERCY, YVES 13308 PURPLE SAGE DALLAS TX
S MIDDLETON, LINDA 18108 ARAMIS LANE DALLAS TX
C RUPP, KEVIN A 3832 NANTUCKETT PLANO TX 75023
DCOB MEEK, PAUL D. 3111 WELBORN ATPE #1201 DALLAS TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP
6.1 TITLE
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 *Linda Middleton* LINDA MIDDLETON 4/28/97 (214) 750-2400
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

10-09-96

FINA UNITED CORPORATION
- A Delaware Corporation -
Incorporated 01-24-56
Tax ID#75-1233546

OFFICERS

Ronald W. Haddock
3012 Bryn Mawr
Dallas, TX 75225
SS# 347-32-7421

President
Chief Executive Officer

Paul D. Meek
3111 Welborn, Apt#1201
Dallas, TX 75219
SS# 450-32-8670

Chairman of the Board

Yves Bercy
13308 Purple Sage
Dallas, TX 75240
SS#629-36-6626

Vice President
Chief Financial Officer
Treasurer

Cullen M. Godfrey
5308 Blackhawk
Plano, TX 75093
SS#453-70-7336

Vice President
General Counsel

Michael J. Couch
6102 Lakehurst
Dallas, TX 75230
SS#446-56-2867

Vice President of
Supply & Transportation

Howard Patrick Jack
2129 Lattice Court
Plano, TX 75075
SS#252-76-4422

Vice President of Chemicals

FINA UNITED CORPORATION
LIST OF OFFICERS AND DIRECTORS (PAGE 2)
10-09-96

Neil A. Smoak
5025 Amesbury, Apt 218
Dallas, TX 75206
SS# 247-72-0883

**Vice President of Exploration &
Production**

Samuel Robert West
7434 La Manga
Dallas, TX 75238
SS# 459-60-6881

**Vice President of Audit &
Compliance**

Kevin A. Rupp
3832 Nantucket
Plano, TX 75023
SS# 454-13-6669

Controller

Linda Middleton
18108 Aramis Lane
Dallas, TX 75252
SS# 492-56-6303

Secretary

Robert D. Kilpatrick
9304 Seagrove
Dallas, TX 75252
SS# 485-60-5948

Assistant Secretary

DIRECTORS

Ronald W. Haddock
3012 Bryn Mawr
Dallas, TX 75225
SS# 347-32-7421

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5308 Blackhawk
Plano, TX 75093
SS# 453-70-7336

Paul D. Meek
3111 Welborn, Apt#1201
Dallas, TX 75219
SS# 450-32-8670

Business Address of All Officers & Directors

8350 North Central Expressway
Dallas, TX 75206