

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. Morjham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 839757 (2)

1. Corporation Name
BASIS PETROLEUM, INC.



Principal Place of Business 500 DALLAS AVE. SUITE 3200 HOUSTON TX 77002	Mailing Address 500 DALLAS AVE. SUITE 3200 HOUSTON TX 77002-4709
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/30/1977	3a. Date of Last Report 04/12/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 74-1834940	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	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
23. Zip	28. Country	29. Zip	30. Country
24. Zip	25. Country	29. Zip	30. 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	85. Zip Code FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SERRA, JEFFREY	1.2 NAME	
STREET ADDRESS	500 DALLAS AVE. SUITE 3200	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLAVIN, ROBERT	2.2 NAME	
STREET ADDRESS	500 DALLAS AVE. SUITE 3200	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KUBICEK, WAYNE J.	3.2 NAME	
STREET ADDRESS	500 DALLAS AVE. SUITE 3200	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUSZYNSKI, RICHARD J.	4.2 NAME	
STREET ADDRESS	500 DALLAS AVE. SUITE 3200	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON, TX 77002	4.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOBBINS, MARK	5.2 NAME	DAVID A. CHEADLE
STREET ADDRESS	500 DALLAS AVE. SUITE 3200	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON, TX 77002	5.4 CITY-ST-ZIP	
TITLE	C <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEIDIKER, JIM D.	6.2 NAME	KENNETH F. STOCKER
STREET ADDRESS	500 DALLAS AVE. SUITE 3200	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON, TX 77002	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: *Ron C. Bermudez* DATE: *7/3/1997*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DAYTIME PHONE #

CR2E034 (9/96)

BASIS PETROLEUM, INC.
OFFICERS & DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Director</u>
Jeffrey R. Serra	Chairman, President & Chief Executive Officer	Yes
Robert M. Flavin	Senior Vice President- Finance & Administration and CFO	Yes
Tamela W. Danner	Senior Vice President- Supply & Marketing	Yes
Thomas M. Hunton	Senior Vice President- Strategic Planning & Business Development	Yes
Richard J. Duszynski	Senior Vice President- Refining	Yes
Wayne J. Kubicek	Secretary & General Counsel	Yes
Frank R. LaPointe	Vice President- Refining-Houston	No
Joseph A. Concienne	Vice President- Refining-Texas City	No
Ralph L. Youngblood	Vice President- Refining-Louisiana	No
Richard A. McCalla	Vice President- Engineering Services	No
John P. Vonberg	Vice President- Gathering, Domestic Supply and Trading	No
Susan T. Bottom	Vice President- Health, Safety & Environmental	No
Theodore W. Robinson	Vice President- Refinery Petrochemicals & LPG's	No
Bruce L. Gress	Vice President- Wholesale Marketing	No
David Cartwright	Vice President- Merc Floor Broker	No
Ross A. Benavides	Vice President- Human Resources & Taxes	No
David A. Cheadle	Treasurer	No
Kenneth J. Stockel	Controller	No
William J. Iles, Jr.	Assistant Controller	No
Georganne M. Hodges	Assistant Controller	No

Business address of all the above officers & directors is:

**500 Dallas, Suite 3200
Houston, TX 77002**

Corporate Offices Phone No. is:

(713) 659-3525