

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

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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90194 036 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 851403

1. Corporation Name
SHELL OFFSHORE INC.



Principal Place of Business 1 SHELL SQ PO BOX 61933 NEW ORLEANS LA 70161 US	Mailing Address 1 SHELL PLZ PO BOX 2463 HOUSTON TX 77252 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Country 25	Zip 29
Country 25	Country 30

3. Date Incorporated or Qualified 12/30/1981	
4. FEI Number 74-2211530	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 owes the current year Intangible Personal Property Tax.	<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 FL 85 Zip Code
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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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE AS NAME HOWARD, T J STREET ADDRESS 910 LOUISIANA CITY-ST-ZIP HOUSTON TX	<input checked="" type="checkbox"/> DELETE	1.1 TITLE AS 1.2 NAME E. V. PHILLIPS 1.3 STREET ADDRESS 910 LOUISIANA 1.4 CITY-ST-ZIP HOUSTON, TX 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE PD NAME LITTLE, J E STREET ADDRESS 910 LOUISIANA CITY-ST-ZIP HOUSTON TX	<input checked="" type="checkbox"/> DELETE	2.1 TITLE PD 2.2 NAME W. VAN DE VIJVER 2.3 STREET ADDRESS 910 LOUISIANA 2.4 CITY-ST-ZIP HOUSTON, TX 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE S NAME PAUL, S. J. STREET ADDRESS 910 LOUISIANA CITY-ST-ZIP HOUSTON TX	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE T NAME BRISCOE, B.J. STREET ADDRESS 701 POYDRAS STREET CITY-ST-ZIP NEW ORLEANS LA	<input checked="" type="checkbox"/> DELETE	4.1 TITLE T 4.2 NAME R. E. WILLIAMS 4.3 STREET ADDRESS 701 POYDRAS STREET 4.4 CITY-ST-ZIP NEW ORLEANS, LA 70160	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE AS NAME CONEY, M.E. STREET ADDRESS 701 POYDRAS STREET CITY-ST-ZIP NEW ORLEANS LA	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE AT NAME BULOT, D.C. STREET ADDRESS 701 POYDRAS STREET CITY-ST-ZIP NEW ORLEANS LA	<input checked="" type="checkbox"/> DELETE	6.1 TITLE AT 6.2 NAME J. R. BREW 6.3 STREET ADDRESS 701 POYDRAS STREET 6.4 CITY-ST-ZIP NEW ORLEANS, LA 70160	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (11/98)

535518-90194-36
Doc # 851403

SHELL OFFSHORE INC.

DIRECTORS

W. van de Vijver	910 Louisiana Houston, TX 77002
J. R. Eagan	910 Louisiana Houston, TX 77002
R. A. Pattarozzi	701 Poydras Street New Orleans, LA 70160
P. R. Sullivan	701 Poydras Street New Orleans, LA 70160
L. L. Osborn	910 Louisiana Houston, TX 77002

OFFICERS

W. van de Vijver	President	910 Louisiana Houston, TX 77002
T. J. DeGeorgio	Vice President – Tax	910 Louisiana Houston, TX 77002
D. A. Erickson	Vice President – Tax	910 Louisiana Houston, TX 77002
R. A. Pattarozzi	Vice President (Deepwater)	701 Poydras Street New Orleans, LA 70160
P. R. Sullivan	Vice President (Shelf)	701 Poydras Street New Orleans, LA 70160
P. K. Velez	Vice President - Regulatory Affairs	701 Poydras Street New Orleans, LA 70160
R. E. Williams	Treasurer	701 Poydras Street New Orleans, LA 70160
S. J. Paul	Secretary	910 Louisiana Houston, TX 77002

535518-40194-36
Doc # 851403

SHELL OFFSHORE INC.

OFFICERS (cont'd)

J. R. Brew	Assistant Treasurer	701 Poydras Street New Orleans, LA 70160
M. E. Coney	Assistant Secretary	701 Poydras Street New Orleans, LA 70160
M. V. Gaffigan	Assistant Treasurer	910 Louisiana Houston, TX 77002
T. A. McMinn	Assistant Treasurer	910 Louisiana Houston, TX 77002
E. V. Phillips	Assistant Secretary	910 Louisiana Houston, TX 77002