



THE UNITED STATES
CORPORATION
COMPANY

852412

ACCOUNT NO. : 072100000032

REFERENCE : 150894 4355423

AUTHORIZATION

COST LIMIT : \$ 35.00

Patricia Pizet

FILED
91 JAN 30 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 11, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 150894-050

100002074081--6

CUSTOMER NO: 4355423

CUSTOMER: Ms. Geraldine M. Kovacs
Exxon Corporation
5959 Las Colinas Blvd.

Irving, TX 75039-2298

CHANGE OF AGENT

NAME: EXXON RISK MANAGEMENT SERVICES
INC.

RECEIVED
97 JAN 30 PM 12:09
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Thelmon Washington

RA Change
01-20-97

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of TEXAS submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

EXXON RISK MANAGEMENT SERVICES, INC.

1b. Date of incorporation: 4/1/82

Document number _____

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

3. The name and address of the new registered agent and office:

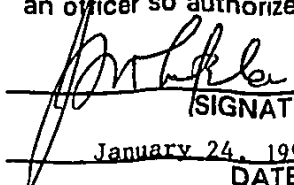
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
January 24, 1997
DATE

J. D. Whitelaw, President

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY

SIGNATURE BY:

Lisa G. Mulligan
LISA G. MULLIGAN,

Asst Vice President

DATE JANUARY 28, 1997

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JAN 30 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA