


2004 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Mar 30, 2004 8:00 am
Secretary of State

03-30-2004 90012 022 ***150.00

DOCUMENT # F01000002796

1. Entity Name
TOTAL E&P USA, INC.




Principal Place of Business
**800 GESSNER ROAD, SUITE 700
 HOUSTON, TX 77024**

Mailing Address
**800 GESSNER ROAD, SUITE 700
 HOUSTON, TX 77024**

94039829

2. Principal Place of Business
 Suite, Apt. #, etc.
 City & State
 Zip Country

3. Mailing Address
 Suite, Apt. #, etc.
 City & State
 Zip Country



03242004 Chg-P CR2E034 (10/03)

4. FEI Number
76-0292370

Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION, FL 33324**

7. Name and Address of New Registered Agent

Name
 Street Address (P.O. Box Number is Not Acceptable)
 City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

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

FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00

9. Election Campaign Financing Trust Fund Contribution. **\$5.00** May Be Added to Fees

10. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P CHAPPAZ, RENE 800 GESSNER ROAD, SUITE 700 HOUSTON, TX 77024 <input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V HILTON, PAUL 800 GESSNER ROAD, SUITE 700 HOUSTON, TX 77024 <input checked="" type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V NASH, E.A. 800 GESSNER ROAD, SUITE 700 HOUSTON, TX 77024 <input checked="" type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V DEBRY, ALAIN 800 GESSNER ROAD, SUITE 700 HOUSTON, TX 77024 <input checked="" type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V LEPOUTRE, MANOELLE 800 GESSNER ROAD, SUITE 700 HOUSTON, TX 77024 <input checked="" type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V SIMON, BRUNO 800 GESSNER ROAD, SUITE 700 HOUSTON, TX 77024 <input type="checkbox"/> Delete

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V/S Thomas Ryan 800 Gessner, Suite 700 Houston, TX 77024 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Jean-Louis Geyelin 800 Gessner, Suite 700 Houston, TX 77024 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V/T Eric Wille 800 Gessner, Suite 700 Houston, TX 77024 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Eric Wille **Eric Wille, Vice President** 3/25/04 713 647-3000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

Attachment

F0100002796
Rev. 3/25/04

TOTAL E&P USA, INC.

(Formerly TotalFinaElf E&P USA, Inc.)

Schedule of Directors

NAME	TITLE	ADDRESS
Philippe Armand	Chairman	Place de la Coupole L.D.6 Cedex 45, 92075 Courbevoie Paris La Defense, FRANCE
Daniel Alliot	Director	Place de la Coupole L.D.6 Cedex 45, 92075 Courbevoie Paris La Defense, FRANCE
Rene Chappaz	Director	800 Gessner, Suite 700 Houston, TX 77024
Eric Wille	Director	800 Gessner, Suite 700 Houston, TX 77024
Otto Takken	Director	2000 Market Street, 24 th Floor Philadelphia, PA 19103-3222

Schedule of Officers

Rene Chappaz	President and Chief Executive Officer	800 Gessner, Suite 700 Houston, TX 77024
Jean-Louis Geyelin	Vice President, Technical Services	800 Gessner, Suite 700 Houston, TX 77024
Michael D. Sangster	Vice President, Business Development	800 Gessner, Suite 700 Houston, TX 77024
Eric Wille	Vice President, Finance & Information Technology	800 Gessner, Suite 700 Houston, TX 77024
Denis Francois	Vice President, Exploration and Reservoir	800 Gessner, Suite 700 Houston, TX 77024
Bruno Simon	Vice President, Onshore	800 Gessner, Suite 700 Houston, TX 77024
Gregory B. Moore	Vice President, Health, Safety, Environmental and Regulatory Affairs	800 Gessner, Suite 700 Houston, TX 77024
Thomas W. Ryan	VP, Human Resources, Communications, General Counsel and Secretary	800 Gessner, Suite 700 Houston, TX 77024
Jean Monnet	Vice President, Offshore	800 Gessner, Suite 700 Houston, TX 77024

Attachment

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TOTAL E&P USA, INC.

(Formerly TotalFinaElf E&P USA, Inc.)

Schedule of Officers (Cont'd)

Larry A. Hinks	Vice President, Marketing	800 Gessner, Suite 700 Houston, TX 77024
John W. Powell	Controller and Assistant Secretary	800 Gessner, Suite 700 Houston, TX 77024
Kevin A. Drake	Assistant Controller	800 Gessner, Suite 700 Houston, TX 77024
Richard H. McPike	Assistant Secretary	800 Gessner, Suite 700 Houston, TX 77024
Annette Mitchell	Assistant Secretary	800 Gessner, Suite 700 Houston, TX 77024
Dawn Carpenter	Assistant Secretary	800 Gessner, Suite 700 Houston, TX 77024