


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

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000005342 (1)
 1. Corporation Name
VASTAR RESOURCES, INC.



Principal Place of Business 15375 MEMORIAL DR. HOUSTON TX 77079	Mailing Address P.O. BOX 219271 GRT+MB1612 HOUSTON TX 77218-9271 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/23/1993	
21	22	26	27	4. FEI Number 95-4446177	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Zip	Country	Zip	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARNAULT, RONALD J	1.2 NAME	* SEE ATTACHED LISTING
STREET ADDRESS	515 S. FLOWER ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071	1.4 CITY-ST-ZIP	
TITLE	DVT <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	SHAPIRO, STEVEN J	2.2 NAME	
STREET ADDRESS	15375 MEMORIAL DR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77079	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHULTE, WILLIAM D	3.2 NAME	
STREET ADDRESS	515 SOUTH FLOWER ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DALLAS, TERRY G	4.2 NAME	
STREET ADDRESS	515 S. FLOWER ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071	4.4 CITY-ST-ZIP	
TITLE	DP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILEY, MICHAEL E	5.2 NAME	
STREET ADDRESS	15375 MEMORIAL DR.	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77079	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAVARD, LINDA G	6.2 NAME	
STREET ADDRESS	515 S. FLOWER ST.	6.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA 90071	6.4 CITY-ST-ZIP	

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.

SIGNATURE: *George R. Tiblone* **GEORGE R. TIBLONE** 4/28/98 281/584-6190

CR2E034 (10/97)

CONFIDENTIAL

**VASTAR RESOURCES, INC.
FEIN: 95-4446177
LIST OF OFFICERS AND DIRECTORS**

NAME	OFFICE HELD	OFFICE ADDRESS
Michael E. Wiley	Chairman of the Board, Director	15375 Memorial Drive Houston, TX 77079
Charles D. Davidson	President, CEO & Director	15375 Memorial Drive, HMB 2520A Houston, TX 77079
Phillip A. Gobe	Senior Vice President	15375 Memorial Drive, Houston, TX 77079
Steven J. Shapiro	Senior Vice President, Chief Financial Officer, Director	15375 Memorial Drive Houston, TX 77079
Jeffrey M. Bender	Vice President	15375 Memorial Drive Houston, TX 77079
Joseph P. McCoy	Vice President and Controller	15375 Memorial Drive Houston, TX 77079
Albert D. Hoppe	Vice President, General Counsel and Secretary	15375 Memorial Drive Houston, TX 77079
Robert P. Strode	Vice President	15375 Memorial Drive Houston, TX 77079
Pamela S. Pierce	Vice-President	15375 Memorial Drive Houston, TX 77079
A. Shawn Noonan	General Tax Officer	15375 Memorial Drive Houston, TX 77079
Jimmie D. Callison	Director	15375 Memorial Drive Houston, TX 77079
Marie L. Knowles	Director	515 S. Flower Street, AP 5179A Los Angeles, CA 90071
Terry G. Dallas	Director	515 South Flower Street, AP 5037A Los Angeles, CA 90071
Robert C. LeVine	Director	15375 Memorial Drive Houston, TX 77079

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VASTAR RESOURCES, INC.
FEIN: 95-4446177
LIST OF OFFICERS AND DIRECTORS

NAME	OFFICE HELD	OFFICE ADDRESS
William E. Wade, Jr.	Director	515 S. Flower Street Los Angeles, CA 90071
William D. Schulte	Director	515 S. Flower Street Los Angeles, CA 90071
Daniel D. Hawk	Treasurer	15375 Memorial Drive Houston, TX 77079
Barbara M. Fitzgerald	Assistant Treasurer	15375 Memorial Drive Houston, TX 77079
Jonathan D. Edelfelt	Associate Secretary	15375 Memorial Drive Houston, TX 77079
Arnold J. Johnson	Assistant Secretary	15375 Memorial Drive Houston, TX 77079
Robert E. Lee, Jr.	Assistant Secretary	2300 W. Plano Pky Plano, TX 75075
Kirk A. Moore	Assistant Secretary	15375 Memorial Drive Houston, TX 77079
Norma J. Rosner	Assistant Secretary	15375 Memorial Drive Houston, TX 77079
Mary H. Samuelson	Assistant Secretary	15375 Memorial Drive Houston, TX 77079
George R. Tiblier	Assistant Secretary	15375 Memorial Drive Houston, TX 77079
Ronald T. Sponberg	Assistant Secretary	15375 Memorial Drive Houston, TX 77079