

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

**FILED**  
**May 12 1998 8:00am**  
**Secretary of State**

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



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

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>11/23/1993</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>95-4446177</b>	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24	Country	29	Country	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	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
<b>CT CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND ROAD                  PLANTATION FL 33324</b>				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code
				<b>FL</b>	

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 ARNALD, RONALD J 515 S. FLOWER ST. LOS ANGELES CA 90071	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	<b>* SEE ATTACHED LISTING</b>
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DVT SHAPIRO, STEVEN J 15375 MEMORIAL DR. HOUSTON TX 77079	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D SHULTE, WILLIAM D 515 SOUTH FLOWER ST LOS ANGELES CA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D DALLAS, TERRY G 515 S. FLOWER ST. LOS ANGELES CA 90071	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	DP WILEY, MICHAEL E 15375 MEMORIAL DR. HOUSTON TX 77079	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D HAYARD, LINDA G 515 S. FLOWER ST. LOS ANGELES CA 90071	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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. T. Blum* **GEORGE R. T. BLUM** 4/28/98 281/584-6190

CR2E034 (10/97)

**CONFIDENTIAL**

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

<b>NAME</b>	<b>OFFICE HELD</b>	<b>OFFICE ADDRESS</b>
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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FEIN: 95-4446177  
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<b>NAME</b>	<b>OFFICE HELD</b>	<b>OFFICE ADDRESS</b>
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