

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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90251 037 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000005342

1. Corporation Name
VASTAR RESOURCES, INC.



Principal Place of Business 15375 MEMORIAL DR. HOUSTON TX 77079	Mailing Address P.O. BOX 219271 GRT-HMB1612 HOUSTON TX 77218-9271 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 29	Zip 30

3. Date Incorporated or Qualified 11/23/1993	
4. FEI Number 95-4446177	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 SOUTH 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	85 Zip Code

FL

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. ^{SEE ATTACHED LIST} ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <input checked="" type="checkbox"/> DELETE	DC ARNAULT, RONALD J 515 S. FLOWER ST. LOS ANGELES CA 90071	1.1 TITLE DC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <input type="checkbox"/> DELETE	DVT SHAPIRO, STEVEN J 15375 MEMORIAL DR. HOUSTON TX 77079	2.1 TITLE VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <input type="checkbox"/> DELETE	D SHULTE, WILLIAM D 515 SOUTH FLOWER ST LOS ANGELES CA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <input type="checkbox"/> DELETE	D DALLAS, TERRY G 515 S. FLOWER ST. LOS ANGELES CA 90071	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <input checked="" type="checkbox"/> DELETE	DP WILEY, MICHAEL E 15375 MEMORIAL DR. HOUSTON TX 77079	5.1 TITLE DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE <input checked="" type="checkbox"/> DELETE	D HAVARD, LINDA G 515 S. FLOWER ST. LOS ANGELES CA 90071	6.1 TITLE DV	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
		1.2 NAME Wiley, Michael E. 15375 Memorial Drive Houston, TX 77079	
		2.2 NAME Goode, Phillip A. 15375 Memorial Drive Houston, TX 77079	
		5.2 NAME Davidson, Charles D. 15375 Memorial Drive Houston, TX 77079	
		6.2 NAME Shapiro, Steven D 15375 Memorial Drive Houston, TX 77079	

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 *M. Kluppel* **ANN M. KLUPPEL** 4/23/99 281-584-3034
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

CONFIDENTIAL

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

538369-90251-37
 #F9300000534R

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 (Until further notice)	Senior Vice President	15375 Memorial Drive, Houston, TX 77079
Steven J. Shapiro	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	Senior 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
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

CONFIDENTIAL

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

538369 - 90251 - 37
F9300000534R

NAME	OFFICE HELD	OFFICE ADDRESS
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
Ann M. Kluppel	Assistant Secretary	15375 Memorial Drive Houston, TX 77079
Ronald T. Sponberg	Assistant Secretary	15375 Memorial Drive Houston, TX 77079