

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

FILED
May 19, 1999 8:00 am
Secretary of State

05-19-1999 90004 003 *1,350.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P16004

1. Corporation Name
TEXACO OVERSEAS HOLDINGS, INC.



Principal Place of Business
**2000 WESTCHESTER AVE.
 WHITE PLAINS NY 10650
 US**

Mailing Address
**P.O. BOX 1404
 DEPT. 007
 HOUSTON TX 77251-1404
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/17/1987

4. FEI Number
58-1594519

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

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

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29

30

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AT <input checked="" type="checkbox"/> DELETE	1.1 TITLE	Assistant Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ASHLEY, B R	1.2 NAME	T.G. Byrd
STREET ADDRESS	1111 BAGBY ST	1.3 STREET ADDRESS	1111 Bagby St.
CITY-ST-ZIP	HOUSTON TX 77002	1.4 CITY-ST-ZIP	Houston, Texas 77002-0200
TITLE	AS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KOCH, R.E.	2.2 NAME	
STREET ADDRESS	2000 WESTCHESTER AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	WHITE PLAINS NY	2.4 CITY-ST-ZIP	
TITLE	S <input checked="" type="checkbox"/> DELETE	3.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DAVIDSON, C.B.	3.2 NAME	K.M. Anderson
STREET ADDRESS	2000 WESTCHESTER AVENUE	3.3 STREET ADDRESS	2000 Westchester Ave.
CITY-ST-ZIP	WHITE PLAINS NY	3.4 CITY-ST-ZIP	White Plains, NY 10650
TITLE	SVCF <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OELKERS, R.C.	4.2 NAME	
STREET ADDRESS	2000 WESTCHESTER AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	WHITE PLAINS NY 10650	4.4 CITY-ST-ZIP	
TITLE	SVPD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOLBERG, R.A.	5.2 NAME	
STREET ADDRESS	1111 BAGBY STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOULA, W.L.	6.2 NAME	
STREET ADDRESS	1111 BAGBY ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	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, with all other like empowered.

SIGNATURE: _____ DATE: **4/29/99** DAYTIME PHONE #: **(713) 752-6033**

CR2E034 (11/98)