

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**PROFIT
CORPORATION
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra E. Martinez
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000000979 (3)

1. Corporation Name

U.S. PIPELINE, INC.



Principal Place of Business

Michael A. Hilly

**363 N. SAM HOUSTON PKWY., E., #300
HOUSTON TX 77060**

**363 N. SAM HOUSTON PKWY., E., #300
HOUSTON TX 77060**

2. Principal Place of Business

2a. Mailing Address

21 State, Apt. #, etc.

26 State, Apt. #, etc.

22 City & State

27 City & State

23 Zip County

28 Zip County

24

25

29

30

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324**

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 Section 609.01, Florida Statutes, the undersigned hereby certifies the 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. If emergency appointment as registered agent, I am familiar with, and accept the obligations of, Section 609.01, Florida Statutes.

SIGNATURE

Signature of Officer or Director

Signature of Registered Agent

Date

12. OFFICERS AND DIRECTORS

TITLE	PD	[] DELETED
NAME	HARDWICK, C S JR	
STREET ADDRESS	363 N. SAM HOUSTON PKWY., E., #300	
CITY, STATE, ZIP	HOUSTON TX 77060	
TITLE	VS	[] DELETED
NAME	NUNNERY, DORIS M	
STREET ADDRESS	363 N. SAM HOUSTON PKWY., E., #300	
CITY, STATE, ZIP	HOUSTON TX 77060	
TITLE	VO	[] DELETED
NAME	CROTTS, BOBBY A	
STREET ADDRESS	363 N. SAM HOUSTON PKWY., E., #300	
CITY, STATE, ZIP	HOUSTON TX 77060	
TITLE	S	[] DELETED
NAME	MCLEOD, DONALD J	
STREET ADDRESS	335 8TH AVE S.W., #1900	
CITY, STATE, ZIP	CALGARY ALBERTA T2P 1C9	
TITLE	VSD	[] DELETED
NAME	DTTNER, ROBERT G	
STREET ADDRESS	335 8TH AVE S.W., #1900	
CITY, STATE, ZIP	CALGARY ALBERTA T2P 1C9	
TITLE	D	[] DELETED
NAME	TAYLOR, ALEXANDER	
STREET ADDRESS	2233 ARGENTIA RD., #400	
CITY, STATE, ZIP	MISSISSAUGA ONTARIO L5N 2X7	

13.

13.1 NAME	
13.2 STREET ADDRESS	
13.3 CITY, STATE, ZIP	
13.4 TITLE	
13.5 NAME	
13.6 STREET ADDRESS	
13.7 CITY, STATE, ZIP	
13.8 TITLE	
13.9 NAME	
13.10 STREET ADDRESS	
13.11 CITY, STATE, ZIP	
13.12 TITLE	
13.13 NAME	
13.14 STREET ADDRESS	
13.15 CITY, STATE, ZIP	
13.16 TITLE	

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

D	F. Dennis McCarthy	7708 Wagner Road	Edmonton, Alberta T6E 5B2	[] Change	[X] Addition
D	Terrance F. Ward	7708 Wagner Road	Edmonton, Alberta T6E 5B2	[] Change	[X] Addition
				[] Change	[] Addition
				[] Change	[] Addition
				[] Change	[] Addition
				[] Change	[] Addition

14. I do hereby certify that the information supplied to the Department of State is true and correct to the best of my knowledge and belief. I further certify that the information indicated on this annual report or supplemental report is true and correct 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 registered agent or the authorized agent of the corporation as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attached sheet with an address.

SIGNATURE: Doris M. Nunnery Doris M. Nunnery
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/20/96

(713) 445-0021

CR2E034 (12/95)