

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

**FILED**  
**Mar 17 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 # 329936 (9)**

1. Corporation Name  
**PRODUCTION OPERATORS, INC.**

Principal Place of Business <b>11302 TANNER ROAD                  HOUSTON TX 77041-6902</b>	Mailing Address <b>PO BOX 40262                  ATTN: TAX DEPT                  HOUSTON TX 77240-0262                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21</b>	2a. Mailing Address <b>26</b> <b>P O BOX 14484</b>
Suite, Apt. #, etc. <b>22</b>	Suite, Apt. #, etc. <b>27</b> <b>ATTENTION: TAX DEPARTMENT</b>
City & State <b>23</b>	City & State <b>28</b> <b>HOUSTON, TX</b>
Zip <b>24</b>	Country <b>30</b> <b>USA</b>

3. Date Incorporated or Qualified <b>05/10/1968</b>	
4. FEI Number <b>74-1622039</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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	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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	<b>CD</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>KNOBLOCH, C. W. JR.</b>	
STREET ADDRESS	<b>3565 PIEDMONT RD #515</b>	
CITY-ST-ZIP	<b>ATLANTA GA</b>	
TITLE	<b>P</b>	<input type="checkbox"/> DELETE
NAME	<b>OGREN, D. JOHN</b>	
STREET ADDRESS	<b>11302 TANNER RD</b>	
CITY-ST-ZIP	<b>HOUSTON TX</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>RICHARDS, A</b>	
STREET ADDRESS	<b>11302 TANNER RD</b>	
CITY-ST-ZIP	<b>HOUSTON TX</b>	
TITLE	<b>SV</b>	<input type="checkbox"/> DELETE
NAME	<b>REINHART, T.R.</b>	
STREET ADDRESS	<b>11302 TANNER RD</b>	
CITY-ST-ZIP	<b>HOUSTON TX</b>	
TITLE	<b>CFOT</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>SIMMONS, JOHN B</b>	
STREET ADDRESS	<b>11302 TANNER RD</b>	
CITY-ST-ZIP	<b>HOUSTON TX</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>CHAIRMAN/DIRECTOR</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<b>GARY D. NICHOLSON</b>	
1.3 STREET ADDRESS	<b>7030 ARDMORE STREET</b>	
1.4 CITY-ST-ZIP	<b>HOUSTON, TX 77056-2302</b>	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	<b>VICE PRESIDENT</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	<b>VICE PRESIDENT / TREASURER</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>HERBERT S. YATES</b>	
5.3 STREET ADDRESS	<b>7030 ARDMORE STREET</b>	
5.4 CITY-ST-ZIP	<b>HOUSTON, TX 77056-2302</b>	
6.1 TITLE	<b>VICE PRESIDENT / SECRETARY</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>RONALD R. RANDALL</b>	
6.3 STREET ADDRESS	<b>7030 ARDMORE STREET</b>	
6.4 CITY-ST-ZIP	<b>HOUSTON, TX 77056-2302</b>	

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.

**CRRR #Z 140 033 457**

SIGNATURE: *T. E. Mays* **T. E. MAYS** ASSISTANT TREASURER **FEBRUARY 25, 1998 (713) 749-5652**

CF2E034 (10/97)