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FIL#P33171

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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|                                                                                                          |  |
|----------------------------------------------------------------------------------------------------------|--|
| <b>PROFIT CORPORATION ANNUAL REPORT 1999</b>                                                             |  |
|                         |  |
| FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| <b>DOCUMENT # P33171</b>                                                                                 |  |
| 1. Corporation Name<br><b>PETROBRAS AMERICA INC.</b>                                                     |  |

|                                                                                                     |                                                                         |
|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Principal Place of Business<br><b>10777 WESTHEIMER RD.<br/>STE 1200<br/>HOUSTON TX 77042<br/>US</b> | Mailing Address<br><b>10777 WESTHEIMER STE 625<br/>HOUSTON TX 77042</b> |
|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|

|                                |                        |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. |
| 22 City & State                | 27 City & State        |
| 23 Zip                         | 28 Zip                 |
| 24 Country                     | 29 Country             |

|                                                                                                                                                 |                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>03/12/1991</b>                                                                                          | 4. FEI Number<br><b>76-0235183</b>                                                             |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/>                                                                            | 5. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                |
| 6. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 7. Fee Required<br><b>\$8.75</b> Additional Fee Required<br><b>\$5.00</b> May Be Added to Fees |

|                                                                                                                                      |  |
|--------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>GRILLI, PETER J ESQ<br/>100 SOUTH ASHLEY DRIVE STE 1300<br/>TAMPA FL 33602</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|--|

|                                              |                                                       |
|----------------------------------------------|-------------------------------------------------------|
| 10. Name and Address of New Registered Agent |                                                       |
| 81 Name                                      | 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 City                                      | 84 State                                              |

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when appointing)

DATE

| 12. OFFICERS AND DIRECTORS |                           |
|----------------------------|---------------------------|
| TITLE                      | CD                        |
| NAME                       | BARBOSA, JOSE C           |
| STREET ADDRESS             | RUA GENERAL CANABARRO 500 |
| CITY-STATE-ZIP             | RIO DE JANEIRO BRAZIL     |
| TITLE                      | D                         |
| NAME                       | CAMARGO, JORGE            |
| STREET ADDRESS             | RUA GENERAL CANABARRO 500 |
| CITY-STATE-ZIP             | RIO DE JANEIRO BRAZIL     |
| TITLE                      | PD                        |
| NAME                       | REIS, LUIZ ANTONIO        |
| STREET ADDRESS             | 814 DARIA                 |
| CITY-STATE-ZIP             | HOUSTON TX 77079          |
| TITLE                      | S                         |
| NAME                       | NAHAS NETO, JORGE J       |
| STREET ADDRESS             | 13407 KIMBERLEY           |
| CITY-STATE-ZIP             | HOUSTON TX                |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                 |
|-------------------------------------------------------|---------------------------------|
| 11 TITLE                                              | CD                              |
| 12 NAME                                               | CAMARGO, JOSE MARQUES DE TOLEDO |
| 13 STREET ADDRESS                                     | RUA GENERAL CANABARRO 500       |
| 14 CITY-STATE-ZIP                                     | RIO DE JANEIRO BRAZIL           |
| 21 TITLE                                              | D                               |
| 22 NAME                                               | FIGUEIRA, JOAO CARLOS DE ARAUJO |
| 23 STREET ADDRESS                                     | RUA GENERAL CANABARRO 500       |
| 24 CITY-STATE-ZIP                                     | RIO DE JANEIRO BRAZIL           |
| 31 TITLE                                              | PD                              |
| 32 NAME                                               | VARGAS, REINALDO JOSE BELOTTI   |
| 33 STREET ADDRESS                                     | 814 DARIA                       |
| 34 CITY-STATE-ZIP                                     | HOUSTON TX 77079                |
| 41 TITLE                                              |                                 |
| 42 NAME                                               |                                 |
| 43 STREET ADDRESS                                     |                                 |
| 44 CITY-STATE-ZIP                                     |                                 |
| 51 TITLE                                              |                                 |
| 52 NAME                                               |                                 |
| 53 STREET ADDRESS                                     |                                 |
| 54 CITY-STATE-ZIP                                     |                                 |
| 61 TITLE                                              |                                 |
| 62 NAME                                               |                                 |
| 63 STREET ADDRESS                                     |                                 |
| 64 CITY-STATE-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:

JORGE J. NAHAS NETO

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

May 18, 1999

Date of Filing