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Mar 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 329936 (9)

1. Corporation Name
PRODUCTION OPERATORS, INC.

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

2. Principal Place of Business 21	2a. Mailing Address 26 P O BOX 14484
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 ATTENTION: TAX DEPARTMENT
City & State 23	City & State 28 HOUSTON, TX
Zip 24	Country 30 USA
Country 25	Zip 29 77221-4484

3. Date Incorporated or Qualified 05/10/1968	
4. FEI Number 74-1622039	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" 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 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	CD	<input checked="" type="checkbox"/> DELETE
NAME	KNOBLOCH, C. W. JR.	
STREET ADDRESS	3565 PIEDMONT RD #515	
CITY-ST-ZIP	ATLANTA GA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	OGREN, D. JOHN	
STREET ADDRESS	11302 TANNER RD	
CITY-ST-ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RICHARDS, A	
STREET ADDRESS	11302 TANNER RD	
CITY-ST-ZIP	HOUSTON TX	
TITLE	SV	<input type="checkbox"/> DELETE
NAME	REINHART, T.R.	
STREET ADDRESS	11302 TANNER RD	
CITY-ST-ZIP	HOUSTON TX	
TITLE	CFOT	<input checked="" type="checkbox"/> DELETE
NAME	SIMMONS, JOHN B	
STREET ADDRESS	11302 TANNER RD	
CITY-ST-ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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)