


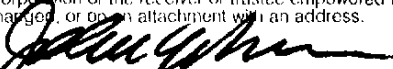
FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 29 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # 375461 (1)</b> 1. Corporation Name <b>CHARTER OIL (INTERNATIONAL), INC.</b>					
Principal Place of Business <b>5700 WILSHIRE BOULEVARD SUITE 575 LOS ANGELES CA 90036-3659</b>			Mailing Address <b>5700 WILSHIRE BOULEVARD SUITE 575 LOS ANGELES CA 90036-3659</b>		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified <b>01/12/1971</b> 4. FEI Number <b>94-2139415</b> 5. Certificate of Status Desired <input 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 <b>C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	<b>EVD</b>	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<b>V/AT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>CARSON, THOMAS P</b>		1.2 NAME	<b>James J. Miller</b>	
STREET ADDRESS	<b>5700 WILSHIRE BOULEVARD</b>		1.3 STREET ADDRESS	<b>5700 Wilshire Boulevard</b>	
CITY-ST-ZIP	<b>LOS ANGELES CA</b>		1.4 CITY-ST-ZIP	<b>Los Angeles, CA</b>	
TITLE	<b>SVS</b>	<input type="checkbox"/> DELETE	2.1 TITLE	<b>SV/GC/S/Admin/D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SUCHIL, SALLY</b>		2.2 NAME		
STREET ADDRESS	<b>5700 WILSHIRE BLVD STE 575</b>		2.3 STREET ADDRESS		
CITY-ST-ZIP	<b>LOS ANGELES CA</b>		2.4 CITY-ST-ZIP		
TITLE	<b>VAS</b>	<input type="checkbox"/> DELETE	3.1 TITLE	<b>V</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>ROSS, JOHN E</b>		3.2 NAME	<b>Lise A. Schneider</b>	
STREET ADDRESS	<b>4655 SALISBURY ROAD</b>		3.3 STREET ADDRESS	<b>5700 Wilshire Boulevard</b>	
CITY-ST-ZIP	<b>JACKSONVILLE FL</b>		3.4 CITY-ST-ZIP	<b>Los Angeles, CA</b>	
TITLE	<b>VAT</b>	<input type="checkbox"/> DELETE	4.1 TITLE	<b>V/T</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LANDSBAUM, ROSS G</b>		4.2 NAME		
STREET ADDRESS	<b>5700 WILSHIRE BLVD STE 575</b>		4.3 STREET ADDRESS		
CITY-ST-ZIP	<b>LOS ANGELES CA</b>		4.4 CITY-ST-ZIP		
TITLE	<b>SVCT</b>	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<b>AS</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>COUGHLAN, KATHLEEN</b>		5.2 NAME	<b>Greer C. Bosworth</b>	
STREET ADDRESS	<b>5700 WILSHIRE BOULEVARD</b>		5.3 STREET ADDRESS	<b>5700 Wilshire Boulevard</b>	
CITY-ST-ZIP	<b>LOS ANGELES CA</b>		5.4 CITY-ST-ZIP	<b>Los Angeles, CA</b>	
TITLE	<b>PD</b>	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BACHMANN, PETER H</b>		6.2 NAME		
STREET ADDRESS	<b>5700 WILSHIRE BOULEVARD</b>		6.3 STREET ADDRESS		
CITY-ST-ZIP	<b>LOS ANGELES CA</b>		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.

SIGNATURE:



John E. Ross, V.P.

4/21/98

904-281-4488

CR2E034 (10/97)