

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

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Apr 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 558411 (5)
1. Corporation Name
MANATEE TOWING COMPANY



Principal Place of Business 8700 WEST FLAGLER STREET MIAMI FL 33174 US	Mailing Address NINE GREENWAY PLAZA ATTENTION CORP SECRETARY HOUSTON TX 77046-0902 US
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3. Date Incorporated or Qualified 01/27/1978	3a. Date of Last Report 05/01/1996
4. FEI Number 59-1836020	Applied For Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	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
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE NAME STREET ADDRESS CITY - ST - ZIP D ARLEDGE, DAVID A. 9 GREENWAY PLAZA HOUSTON TX	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP SVPS O'TOOLE, AUSTIN M. 9 GREENWAY PLAZA HOUSTON TX	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP DP HILL, DAN J. 9 GREENWAY PLAZA HOUSTON TX	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP D CORRALLO, CARL A NINE GREENWAY PLAZA HOUSTON TX 77046	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP SVP HESSE, COBY C. 9 GREENWAY PLAZA HOUSTON TX	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP Executive Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP D KING, JAMES A NINE GREENWAY PLAZA HOUSTON TX 77046	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do 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:  04/07/97 (713) 877-1400
Austin M. O'Toole, Secretary

CR2E034 (9/96)

EXHIBIT A

MANATEE TOWING COMPANY

ADDITIONAL OFFICERS

(Name/Title/Address)

Alberto N. Espino
8700 West Flagler St.
Miami, FL 33174

Executive Vice President
& Chief Operating Officer

Donald H. Gullquist
Nine Greenway Plaza
Houston, TX 77046

Senior Vice President

Coby C. Hesse
Nine Greenway Plaza
Houston, TX 77046

Executive Vice President

Daniel J. Daly, Jr.
Nine Greenway Plaza
Houston, TX 77046

Vice President

Thomas E. Jackson, Jr.
Nine Greenway Plaza
Houston, TX 77046

Vice President

Edward W. Knutsen
Nine Greenway Plaza
Houston, TX 77046

Vice President

Ronald D. Matthews
Nine Greenway Plaza
Houston, TX 77046

Vice President and Treasurer

David M. Green
Nine Greenway Plaza
Houston, TX 77046

Controller

Neil O. Bowman
Nine Greenway Plaza
Houston, TX 77046

Assistant Secretary

Howard B. Senior
Nine Greenway Plaza
Houston, TX 77046

Assistant Secretary

Dale V. Shultz
Nine Greenway Plaza
Houston, TX 77046

Assistant Secretary

Roger F. Mechura
Nine Greenway Plaza
Houston, TX 77046

Assistant Treasurer

Harold R. Natho
Nine Greenway Plaza
Houston, TX 77046

Assistant Controller