

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

FILED
May 15 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 # 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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/27/1978	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1836020	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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 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

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 the applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

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

4/24/98 713/877-6825

CR2E034 (10/97)

EXHIBIT A

MANATEE TOWING COMPANY

ADDITIONAL OFFICERS
(Name/Address/Title)

**Alberto N. Espino
Nine Greenway Plaza
Houston, TX 77046**

**Executive Vice President and
Chief Operating Officer**

**Donald H. Gullquist
Nine Greenway Plaza
Houston, TX 77046**

Senior Vice President

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

Vice President

**T. E. Jackson, Jr.
Nine Greenway Plaza
Houston, TX 77046**

Vice President

**Edward W. Knutsen
Nine Greenway Plaza
Houston, TX 77046**

Vice President

**Jeffrey B. Levos
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

H. R. Natho
Nine Greenway Plaza
Houston, TX 77046

Assistant Controller