SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

1-2

PROFIT CORPORATION ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **617461** **(9)**

1. Corporation Name

CHARTER OIL (BAHAMAS),INC.

Principal Place of Business	Mailing Address
5700 WILSHIRE BOULEVARD SUITE 575 LOS ANGELES CA 90036-3659	5700 WILSHIRE BOULEVARD SUITE 575 LOS ANGELES CA 90036-3659

3. Date Incorporated or Qualified: 04/13/1979
3a. Date of Last Report: 06/01/1995

2. Principal Place of Business
21
Suite, Apt #, etc
22
City & State
23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc
27
City & State
28
Zip 29 Country 30

4. FEI Number: 59-1948608 [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [X] No

9. **Name and Address of Current Registered Agent**

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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 FL 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 ______ DATE ______

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
PTD	CARSON, THOMAS P	5700 WILSHIRE BOULEVARD	LOS ANGELES CA 90036-3659	[X]
VASD	HAWKINS, THOMAS W	200 S ANDREWS AVNENUE	FT LAUDERDALE FL	[X]
SV	FAIRBANKS, GREGORY K	200 S ANDREWS AVENUE	FT LAUDERDALE FL	[X]
VC	COUGHLAN, KATHLEEN	5700 WILSHIRE BOULEVARD	LOS ANGELES CA 90036-3659	[X]
VAS	BACHMANN, PETER H	5700 WILSHIRE BOULEVARD	LOS ANGELES CA 90036-3659	[X]
VSD	ROSS, JOHN E	4655 SALISBURY ROAD	JACKSONVILLE FL	[X]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	Change	Addition
V/AS	Ross, John E.	4655 Salisbury Rd., Ste 399	Jacksonville, FL 32256	[ ]	[X]
EV/D	Carson, Thomas P.	5700 Wilshire Boulevard, Ste 575	Los Angeles, CA 90036-3659	[ ]	[X]
SV/S	Suchil, Sally	5700 Wilshire Boulevard, Ste 575	Los Angeles, CA 90036-3659	[ ]	[X]
V/AT	Landsbaum, Ross G.	5700 Wilshire Boulevard, Ste 575	Los Angeles, CA 90036-3659	[ ]	[X]
SV/CFO/T	Coughlan, Kathleen	5700 Wilshire Boulevard, Ste 575	Los Angeles, CA 90036-3659	[ ]	[X]
P/D	Bachmann, Peter H.	5700 Wilshire Boulevard, Ste 575	Los Angeles, CA 90036-3659	[ ]	[X]

CR2E034 (3/96)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] 7/26/96 904-281-4488

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

John E. Ross, Vice President

617461 2-2

Charter Oil (Bahamas), Inc.

Attachment to Document #617461
1996 Florida Profit Corporation
Annual Report

Additional Officers

TITLE:	V
NAME:	Schneider, Lise A.
STREET ADDRESS:	5700 Wilshire Boulevard, Ste 575
CITY-ST-ZIP:	Los Angeles, CA 90036-3659

TITLE:	AS
NAME:	Bosworth, Greer C.
STREET ADDRESS:	5700 Wilshire Boulevard, Ste 575
CITY-ST-ZIP:	Los Angeles, CA 90036-3659