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

FILED
May 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 # 810774 (0)

1. Corporation Name
PETROFINA - U.S. INCORPORATED



Principal Place of Business 8350 N. CENTRAL EXPWY DALLAS TX 75206 US	Mailing Address P.O. BOX 2159 DALLAS TX 75221-2159
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 01/27/1956	3a. Date of Last Report 05/01/1996
21. Subst. Apt. #, etc.	26. Subst. Apt. #, etc.	4. FEI Number 13-3223242	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. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HADDOCK, RONALD W.	1.2 NAME	
STREET ADDRESS	3012 BRYN MAWR	1.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	1.4 CITY - ST - ZIP	
TITLE	DCOB <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEEK, PAUL D.	2.2 NAME	
STREET ADDRESS	3111 WELBORN APT #1201	2.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	2.4 CITY - ST - ZIP	
TITLE	VPD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GODFREY, CULLEN MICHEAL	3.2 NAME	
STREET ADDRESS	5308 BLACKHAWK	3.3 STREET ADDRESS	
CITY - ST - ZIP	PLANO TX 75093	3.4 CITY - ST - ZIP	
TITLE	VTCO <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERCY, YVES	4.2 NAME	
STREET ADDRESS	13308 PURPLE SAGE	4.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75240	4.4 CITY - ST - ZIP	
TITLE	CONT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUPP, KEVIN A.	5.2 NAME	
STREET ADDRESS	3832 NANTUCKETT	5.3 STREET ADDRESS	
CITY - ST - ZIP	PLANO TX 75023	5.4 CITY - ST - ZIP	
TITLE	VPST <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COUCH, MICHAEL J.	6.2 NAME	
STREET ADDRESS	6102 LAKEHURST	6.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	6.4 CITY - ST - ZIP	

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: *Linda Middleton* **Linda Middleton** 4/22/97 (214) 750-2400
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
 Secretary

CR2E034 (9/96)

10-09-96

PETROFINA - U.S. INCORPORATED
(Name changed from U.S. Petrofina, Incorporated)
- A Delaware Corporation -
Incorporated 01-24-56
Tax ID#13-3223242

OFFICERS

Ronald W. Haddock
3012 Bryn Mawr
Dallas, TX 75225
SS# 347-32-7421

President
Chief Executive Officer

Paul D. Meek
3111 Welborn, Apt#1201
Dallas, TX 75219
SS# 450-32-8670

Chairman of the Board

Yves Bercy
13308 Purple Sage
Dallas, TX 75240
SS#629-36-6626

Vice President
Chief Financial Officer
Treasurer

Cullen M. Godfrey
5308 Blackhawk
Plano, TX 75093
SS#453-70-7336

Vice President
General Counsel

Michael J. Couch
6102 Lakehurst
Dallas, TX 75230
SS#446-56-2867

Vice President of
Supply & Transportation

Howard Patrick Jack
2129 Lattice Court
Plano, TX 75075
SS#252-76-4422

Vice President of Chemicals

PETROFINA - U.S. INCORPORATED
LIST OF OFFICERS AND DIRECTORS (PAGE 2)
10-09-96

Neil A. Smoak
5025 Amesbury, Apt 218
Dallas, TX 75206
SS# 247-72-0883

**Vice President of Exploration &
Production**

Samuel Robert West
7434 La Manga
Dallas, TX 75238
SS# 459-60-6881

**Vice President of Audit &
Compliance**

Kevin A. Rupp
3832 Nantucket
Plano, TX 75023
SS# 454-13-6669

Controller

Linda Middleton
18108 Aramis Lane
Dallas, TX 75252
SS# 492-56-6303

Secretary

Robert D. Kilpatrick
9304 Seagrove
Dallas, TX 75252
SS# 485-60-5948

Assistant Secretary

DIRECTORS

Ronald W. Haddock
3012 Bryn Mawr
Dallas, TX 75225
SS# 347-32-7421

Cullen M. Godfrey
5308 Blackhawk
Plano, TX 75093
SS# 453-70-7336

Paul D. Meek
3111 Welborn, Apt#1201
Dallas, TX 75219
SS# 450-32-8670

Business Address of All Officers & Directors

8350 North Central Expressway
Dallas, TX 75206