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Apr 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # 810774 (0)
1. Corporation Name
PETROFINA - U.S. INCORPORATED

Principal Place of Business
8350 N. CENTRAL EXPWY
DALLAS TX 75208
US

Mailing Address
P.O. BOX 2159
DALLAS TX 75221



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/27/1956	
21	Suite, Apt. #, etc.	26	Suite, 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input 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
		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

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	PDO	1.1 TITLE	<input type="checkbox"/> Change <input checked="" 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	75225
TITLE	DCOB	2.1 TITLE	<input type="checkbox"/> Change <input checked="" 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	75219
TITLE	VPD	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	VICD	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BERCY, YVES	4.2 NAME	VCFO
STREET ADDRESS	13308 PURPLE SAGE	4.3 STREET ADDRESS	Petit, Geoffrey
CITY-ST-ZIP	DALLAS TX 75240	4.4 CITY-ST-ZIP	6605 Rolling Vista
TITLE	CONT	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	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	COUCH, MICHAEL J.	6.2 NAME	
STREET ADDRESS	8102 LAKEHURST	6.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	6.4 CITY-ST-ZIP	75231

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 Linda M. Middleton 4/27/98 (24) 457-2400

CR2E034 (10/97)

09/01/97

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

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

**Sr. Vice President &
General Counsel**

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

**Sr. Vice President, Downstream
Southeastern Business Unit**

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

Sr. Vice President, Chemicals

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

**Sr. Vice President, Exploration &
Production**

Geoffroy Petit
6605 Rolling Vista
Dallas, TX 75248
SS# 629-01-0604

**Vice President, Finance &
Chief Financial Officer**

Richard L. Charter
6911 Hickory Creek Lane
Dallas, TX 75252
SS# 233-78-9012

**Vice President of Health, Safety,
and Environmental Affairs**

Michel Daumerie
1910 Winter Knoll
Houston, TX 77062
SS# 635-03-6323

**Vice President of Research
and Technology**

Richard C. Lindley
5144 Quail Lake Drive
Dallas, TX 75287
SS# 440-42-2203

**Vice President of Natural Gas
Marketing**

Jeff D. Morris
950 Ownby
Southlake, TX 76092
SS# 466-92-5077

**Vice President of Downstream
Southwestern Business Unit**

Hilda Kouvelis
3405 Urvan Avenue
Dallas, TX 75227
SS# 138-52-8042

Treasurer

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 : 8350 N. Central Expwy., Dallas, TX 75206