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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

DOCUMENT # 810775 (7)
1. Corporation Name
FINA UNITED CORPORATION

Principal Place of Business
8350 N. CENTRAL EXPRESSWAY
DALLAS TX 75206

Mailing Address
8350 N. CENTRAL EXPRESSWAY
DALLAS TX 75206-1625



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. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.			4. FEI Number 75-1233546	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

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	VPD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GODFREY, CULLEN MICHEAL	1.2 NAME	
STREET ADDRESS	5308 BLACKHAWK	1.3 STREET ADDRESS	
CITY - ST - ZIP	PLANO TX 75093	1.4 CITY - ST - ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HADDOCK, RONALD W.	2.2 NAME	
STREET ADDRESS	3012 BRYN MAWR	2.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX 75225	2.4 CITY - ST - ZIP	
TITLE	VTCP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BERCY, YVES	3.2 NAME	
STREET ADDRESS	13308 PURPLE SAGE	3.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	3.4 CITY - ST - ZIP	
TITLE	S	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MIDDLETON, LINDA	4.2 NAME	
STREET ADDRESS	18108 ARAMIS LANE	4.3 STREET ADDRESS	
CITY - ST - ZIP	DALLAS TX	4.4 CITY - ST - ZIP	
TITLE	C	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	DOOB	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEEK, PAUL D.	6.2 NAME	
STREET ADDRESS	3111 WELBORN ATPE #1201	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

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

10-09-96

FINA UNITED CORPORATION
- A Delaware Corporation -
Incorporated 01-24-56
Tax ID#75-1233546

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

FINA UNITED CORPORATION
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