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Apr 29 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 # 810775

(7)

1. Corporation Name

FINA UNITED CORPORATION

Principal Place of Business

Mailing Address

8350 N. CENTRAL EXPRESSWAY
DALLAS TX 75208

8350 N. CENTRAL EXPRESSWAY
DALLAS TX 75208

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

01/27/1956

4. FEI Number

75-1233546

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 owes or has paid the current year Intangible
Personal Property Tax due June 30.

Yes 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

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
NAME GODFREY, CULLEN MICHEAL
STREET ADDRESS 5308 BLACKHAWK
CITY-ST-ZIP PLANO TX 75093

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE PD
NAME HADDOCK, RONALD W.
STREET ADDRESS 3012 BRYN MAWR
CITY-ST-ZIP DALLAS TX 75225

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE VTCF
NAME BERCY, YVES
STREET ADDRESS 13308 PURPLE SAGE
CITY-ST-ZIP DALLAS TX

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE S
NAME MIDDLETON, LINDA
STREET ADDRESS 18108 ARAMIS LANE
CITY-ST-ZIP DALLAS TX

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE G
NAME RUPP, KEVIN A
STREET ADDRESS 3832 NANTUCKETT
CITY-ST-ZIP PLANO TX 75023

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE DCOB
NAME MEEK, PAUL D.
STREET ADDRESS 3111 WELBORN ATPE #1201
CITY-ST-ZIP DALLAS TX

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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, or on an attachment with an address.

CR2E034 (10/97)

09-01-97

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

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

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

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

Vice President of Health,
Safety & Environmental Affairs

FINA UNITED CORPORATION
LIST OF OFFICERS AND DIRECTORS (PAGE 2)
09-01-97

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

**Vice President of Exploration &
Production**

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**

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

**Vice President of Audit &
Compliance**

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

FINA UNITED CORPORATION
LIST OF OFFICERS AND DIRECTORS (PAGE 3)
09-01-97

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