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Apr 22 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 815587 (1)
1. Corporation Name
APACHE CORPORATION

Principal Place of Business 2000 POST OAK BLVD., STE 100 HOUSTON TX 77056	Mailing Address 2000 POST OAK BLVD., STE 100 HOUSTON TX 77056
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/05/1961	4. FEI Number 41-6025739	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
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		

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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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 85 Zip Code FL
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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 NAME STREET ADDRESS CITY-ST-ZIP	COB PLANK, RAYMOND 2000 POST OAK BLVD SUITE 100 HOUSTON TX 77056 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition See attached sheet for complete list of officers and directors
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P FARRIS, G S 2000 POST OAK BLVD SUITE 100 HOUSTON TX <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VC JACKSON, MARK A 2000 POST OAK BLVD SUITE 100 HOUSTON TX <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition VP Roger B. Plank 2000 Post Oak Blvd., #100 Houston, Texas 77056-4400
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T DUNDREA, MATTHEW 2000 POST OAK BLVD SUITE 100 HOUSTON TX <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S PEPER, CHERI L 2000 POST OAK BLVD SUITE 100 HOUSTON TX <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AT SCHOEPHOERSTER, STEVEN M 2000 POST OAK BLVD SUITE 100 HOUSTON TX <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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)

APACHE CORPORATION (New Jersey)

**ADDRESS FOR ALL OFFICERS
AND DIRECTORS:**

**One Post Oak Central
2000 Post Oak Boulevard
Suite 100
Houston, Texas 77056-4400**

OFFICERS :

RAYMOND PLANK	CHIEF EXECUTIVE OFFICER
G. STEVEN FARRIS	PRESIDENT
H. CRAIG CLARK	VICE PRESIDENT
ROBERT J. DYE	VICE PRESIDENT
LISA A. FLOYD	VICE PRESIDENT
Z. S. KOBIASHVILI	VICE PRESIDENT AND GENERAL COUNSEL
ANTHONY R. LENTINI JR.	VICE PRESIDENT
ROGER B. PLANK	VICE PRESIDENT
FLOYD R. PRICE	VICE PRESIDENT
THOMAS L. MITCHELL	CONTROLLER AND CHIEF ACCOUNTING OFFICER
CHERI L. PEPER	CORPORATE SECRETARY
MATTHEW W. DUNDREA	TREASURER
ROXANNE ARMSTRONG	ASSISTANT GENERAL COUNSEL AND ASSISTANT SECRETARY
ERIC L. HARRY	ASSISTANT GENERAL COUNSEL AND ASSISTANT SECRETARY
RICHARD D. BLACK	ASSISTANT SECRETARY
LORI L. ELAM	ASSISTANT SECRETARY
JEFFREY B. KING	ASSISTANT SECRETARY
JAMES E. SLOAN	ASSISTANT SECRETARY
TAD R. HERZ	ASSISTANT CONTROLLER
ROGER D. STENZEL	ASSISTANT CONTROLLER
STEVEN M. SCHOEPHOERSTER	ASSISTANT TREASURER

DIRECTORS :

G. STEVEN FARRIS	Z. S. KOBIASHVILI
ROGER B. PLANK	