

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

FILED
Apr 23 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 # 818090 (3)
1. Corporation Name
AIR LIQUIDE AMERICA CORPORATION

Principal Place of Business 2700 POST OAK BLVD. HOUSTON TX 77056 US	Mailing Address 12800 W LITTLE YORK HOUSTON TX 77041 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 2700 Post Oak Boulevard 22 Suite, Apt. #, etc. 23 City & State Houston, TX 77056 24 Zip Country		2a. Mailing Address 26 12800 West Little York 27 Suite, Apt. #, etc. 28 City & State Houston, TX 77041 29 Zip Country		3. Date Incorporated or Qualified 07/31/1964	
		4. FEI Number 58-0939059		Applied For 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			

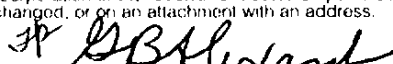
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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11. 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	S BAIRD, JOHN N 2700 POST OAK BLVD WALNUT CREEK CA <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
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VT ALEXANDER, GREGORY 2700 POST OAK BLVD WALNUT CREEK CA <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	C LEVY, GERARD G. 2700 POST OAK BLVD HOUSTON TX <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	P VERSHELDE, PATRICK 2700 POST OAK BLVD 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	V MILLER, KENNETH W. 2700 POST OAK BLVD 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	V SABELLA, JEAN-CLAUDE 2700 POST OAK BLVD 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.

SIGNATURE:  G. B. Alexander 4/10/98 (713) 896-2296

CR2E034 (10/97)

AIR LIQUIDE AMERICA CORPORATION

Schedule of Officers and Directors

OFFICERS

NAME	TITLE	ADDRESS
Gerard G. Levy	Chairman	2700 Post Oak Blvd. Houston, TX 77056
Kenneth W. Miller	Vice Chairman	2700 Post Oak Blvd. Houston, TX 77056
Patrick Verschelde	President and Chief Executive Officer	2700 Post Oak Blvd. Houston, TX 77056
Jean-Claude Sabella	Senior Vice President	2700 Post Oak Blvd. Houston, TX 77056
Ron LaBarre	Senior Vice President, Tonnage Activities	2700 Post Oak Blvd. Houston, TX 77056
William Donges	Senior Vice President, Merchant Activities	2700 Post Oak Blvd. Houston, TX 77056
Arch Payne	Vice President, Human Resources	2700 Post Oak Blvd. Houston, TX 77056
Scott Krapf	Vice President and Chief Financial Officer	2700 Post Oak Blvd. Houston, TX 77056
Gregory B. Alexander	Vice President and Treasurer	2700 Post Oak Blvd. Houston, TX 77056
John N. Baird	Vice President, Legal and Corporate Affairs, and Secretary	2700 Post Oak Blvd. Houston, TX 77056

DIRECTORS

Gerard G. Levy*	2700 Post Oak Blvd. Houston, TX 77056
Kenneth W. Miller*	2700 Post Oak Blvd. Houston, TX 77056
Patrick Verschelde*	2700 Post Oak Blvd. Houston, TX 77056