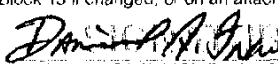


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 10 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 # 819012 (6) 1. Corporation Name THE PURE OIL CORPORATION			
Principal Place of Business 2141 ROSECRANS AVE., STE. 4000 TAX DEPT., STE. 4091.1 EL SEGUNDO CA 90245 US		Mailing Address 2141 ROSECRANS AVE., STE. 4000 TAX DEPT., STE. 4091.1 EL SEGUNDO CA 90245-4746 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30	
g. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____			
12. OFFICERS AND DIRECTORS			
TITLE	V	☐ DELETE	
NAME	SCHIAV, C R		
STREET ADDRESS	2141 ROSECRANS AVE., STE. 4000		
CITY-STATE-ZIP	EL SEGUNDO CA		
TITLE	V	☐ DELETE	
NAME	SCHLAX, R M		
STREET ADDRESS	2141 ROSECRANS AVE., STE. 4000		
CITY-STATE-ZIP	EL SEGUNDO CA		
TITLE	PD	☐ DELETE	
NAME	BEACH, R. C.		
STREET ADDRESS	2141 ROSECRANS AVE., STE. 4000		
CITY-STATE-ZIP	EL SEGUNDO CA		
TITLE	S	☐ DELETE	
NAME	CODON, D. P.		
STREET ADDRESS	2141 ROSECRANS AVE., STE. 4000		
CITY-STATE-ZIP	EL SEGUNDO CA		
TITLE	TS	☐ DELETE	
NAME	WALTON, R. L		
STREET ADDRESS	2141 ROSECRANS AVE., STE. 4000		
CITY-STATE-ZIP	EL SEGUNDO CA		
TITLE	T	☐ DELETE	
NAME	CHESSUM, D. D.		
STREET ADDRESS	2141 ROSECRANS AVE., STE. 4000		
CITY-STATE-ZIP	EL SEGUNDO CA		
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	☒ Change ☐ Addition		
1.2 NAME			
1.3 STREET ADDRESS	14141 Southwest Freeway		
1.4 CITY-STATE-ZIP	Sugar Land, TX 77478		
2.1 TITLE	☒ Change ☐ Addition		
2.2 NAME			
2.3 STREET ADDRESS	376 S. Valencia Ave.		
2.4 CITY-STATE-ZIP	Brea, CA 92823		
3.1 TITLE	☐ Change ☐ Addition		
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-STATE-ZIP			
4.1 TITLE	☒ Change ☐ Addition		
4.2 NAME	Brigitte M. Dewez		
4.3 STREET ADDRESS			
4.4 CITY-STATE-ZIP			
5.1 TITLE	☐ Change ☐ Addition		
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-STATE-ZIP			
6.1 TITLE	☐ Change ☐ Addition		
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-STATE-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:  (Daniel A.) Franchi MAR 29 1997 310-726-7920			
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			



CR2E034 (9/96)

Directors and Officers
Pure Oil Corporation, The

ROGER C. BEACH Director
Primary : Union Oil Company
Address : 2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

JACK W. SCHANCK Director
Primary : Union Oil Company
Address : 14141 Southwest Freeway
Sugar Land, TX 77478

ROGER C. BEACH President
 Primary : Union Oil Company
 Address : 2141 Rosecrans Avenue
 Suite 4000
 El Segundo, CA 90245

THOMAS L. FUNK Vice President
Primary : Union Oil Company
Address : 2929 E. Imperial Highway
Bea, CA 92821

CHARLES R. SCHIAVI Vice President
Primary : Union Oil Company
Address : P.O. Box 4531
Houston, TX 77210

ROBERT M. SCHLAX Vice President
Primary : Union Oil Company
Address : 376 South Valencia Ave.
Brea, CA 92621

BRIGITTE M. DEWEZ Secretary
Primary : Union Oil Company
Address : 2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

DANIELE FACCHINI Assistant Secretary
Primary : Union Oil Company
Address : 2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

DARRELL D. CHESSUM Treasurer
Primary : Unocal Corporation
Address : 2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

DANIEL A. FRANCHI Assistant Treasurer

Primary : Union Oil Company
Address : 2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

RICHARD L. WALTON

Assistant Treasurer & Assistant
Secretary

Primary : Union Oil Company
Address : 2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

GARY R. MILLER

Assistant Comptroller

Primary : Union Oil Company
Address : 2929 E. Imperial Highway
Brea, CA 92821