

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

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May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 829096 (7)
 1. Corporation Name
EXXON CORPORATION



Principal Place of Business 5959 LAS COLINAS BLVD ROOM 323 IRVIN TX 78039 US	Mailing Address 800 BELL STREET PO BOX 392 ROOM 493 HOUSTON TX 77002-7426
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2. Principal Place of Business 21 5959 Las Colinas Blvd. Suite, Apt. #, etc. 22 City & State 23 Irving, TX Zip 24 75039	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	Country 25 US	Country 30
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3. Date Incorporated or Qualified 12/01/1972	3a. Date of Last Report 04/29/1996
4. FEI Number 13-5409005	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" 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
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 fee, if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PC	<input type="checkbox"/> DELETE
NAME	RAYMOND, L.R.	
STREET ADDRESS	4642 MEADOWOOD	
CITY-ST-ZIP	DALLAS TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MATTHEWS, CHARLES W.	
STREET ADDRESS	5959 LAS COLINAS BLVD	
CITY-ST-ZIP	IRVING TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HESS, EDWIN J	
STREET ADDRESS	3409 BYRN MAWR	
CITY-ST-ZIP	DALLAS TX	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	LYNCH, JOSEPH G	
STREET ADDRESS	800 BELL ST.	
CITY-ST-ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 *Joseph G Lynch* Assistant Secretary 4/23/97 (713) 656-1807

CR2E034 (9/96)

EXXON COMPANY, U.S.A.
POST OFFICE BOX 2180 • HOUSTON, TEXAS 77252-2180

ANSEL L. CONDRAY
PRESIDENT

January 13, 1997

MAI -3-97

(Revision of MAI-12-96
dated November 26, 1996)
Management Authority Instrument

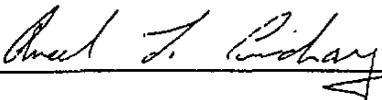
Pursuant to the authority vested in me as the designated President of Exxon Company, U.S.A., under the By-Laws of Exxon Corporation and Resolutions of its Board of Directors, the persons listed below are hereby appointed Assistant Secretaries of Exxon Corporation commencing January 1, 1997 and until December 31, 1997 or until their successors are appointed, whichever event occurs first.

The list of Assistant Secretaries of Exxon Corporation appointed by this and prior Management Authority Instruments is as follows:

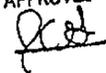
R. G. Caserta
M. T. Flores
J. C. Glaubig
J. J. Hermes
D. L. Hinshaw
K. J. Hogan
L. J. Johnson
S. A. LePlatt
J. G. Lynch

G. G. Meneilly
J. A. Podraza
J. T. Pryor, Jr.
W. C. Riggs
T. J. Stilbert
B. Y. Taylor
R. J. Thatcher
S. M. Walker

APPROVED AND EXECUTED this 13th day of JANUARY 1997.



A. L. Condray

FORM
APPROVED


CERTIFICATE

I, J. E. Crawford, an Assistant Secretary of Exxon Corporation, hereby certify that the following is a true and correct list of the Directors and Principal Officers of Exxon Corporation as of May 1, 1996:

Directors

<u>Name</u>	<u>Business Address</u>
Michael J. Boskin	Stanford University HHMB-Room 213 Stanford, CA 94350
David Wayne Calloway	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577
Jess Hay	Texas Commerce Tower Suite 4300 East 2200 Ross Avenue Dallas, TX 75201
James R. Houghton	80 East Market Street 2nd Floor Corning, NY 14830
William R. Howell	J. C. Penney Company, Inc. 6501 Legacy Drive Plano, TX 75024
Philip E. Lippincott	Former Chairman Scott Paper Company
Harry J. Longwell	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Marilyn Carlson Nelson	Carlson Holdings, Inc. 12755 Highway 55 Minneapolis, MN 55441
Lee R. Raymond	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039

<u>Name</u>	<u>Business Address</u>
John H. Steele	Woods Hole Oceanographic Institute Crowell House #5 School Street Woods Hole MA 02543
Robert E. Wilhelm	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Joseph D. Williams	Warner-Lambert Company 182 Tabor Road Morris Plains, NJ 07950

Officers

<u>Name</u>	<u>Business Address</u>
Lee R. Raymond Chairman of the Board and President	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Rene' Dahan Senior Vice President	Exxon Company, International 200 Park Avenue, Building 222 Florham Park, NJ 07932
Edwin J. Hess Senior Vice President	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Harry J. Longwell Senior Vice President	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Robert E. Wilhelm Senior Vice President	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Anthony W. Atkiss Vice President - Public Affairs	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Ansel L. Condray Vice President	Exxon Company, U.S.A. 800 Bell Street Houston, Texas 77002

<u>Name</u>	<u>Business Address</u>
William Bruce Cook Vice President & Controller	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
James P. Harris General Manager - Corporate Planning	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Charles W. Matthews Vice President & General Counsel	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Thomas J. McDonagh, M.D. Vice President - Medicine and Occupational Health	Exxon Company, International 222 Park Avenue Florham Park, NJ 07932
Ray B. Nesbitt Vice President	Exxon Chemical Company 580 Westlake Park Blvd. Houston, TX 77079
Edgar A. Robinson Vice President & Treasurer	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Charles D. Roxburgh Vice President	Exxon Coal & Minerals Company 2401 S. Gessner Houston, TX 77063
Daniel S. Sanders Vice President - Human Resources	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Donald E. Smiley Vice President - Washington Office	Exxon Corporation 2001 Pennsylvania, N.W. Suite 300 Washington, D.C. 20006
Frank B. Sprow Vice President- Environment & Safety	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039
Paul E. Sullivan Vice President & General Tax Counsel	Exxon Corporation 5959 Las Colinas Blvd. Irving, TX 75039

Name

Business Address

Jon L. Thompson
Vice President

Exxon Exploration Company
233 Benmar
Houston, TX 77060

T. Peter Townsend
Vice President - Investor Relations & Secretary

Exxon Corporation
5959 Las Colinas Blvd.
Irving, TX 75039

Witness my hand and the seal of said Corporation to the foregoing certificate this 6th day of May, 1996.

(Corporate Seal)


Assistant Secretary

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