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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NON-PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 830362 (0)

TEXACO WEST INDIES LIMITED

Principal Place of Business 2000 WESTCHESTER AVE. WHITE PLAINS NY 10690 US	Mailing Address 1111 BAGBY STREET PO BOX 1404-Dept. 007 HOUSTON TX 77251-1404 US
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3. Date Incorporated or Qualified 06/26/1973	3a. Date of Last Report 05/15/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 P.O. Box 1404-Dept. 007 26 Suite, Apt. #, etc. 27 City & State 28 Houston, TX 29 Zip 30 77251-1404
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4. FEI Number 13-1932447	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 type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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 617.0502 and 617.1508, 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 617.0503, 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	CD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	Chairman <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	EBERT, R L	1.2 NAME	Carey, J. C.
STREET ADDRESS	150 ALHAMBRA CIR	1.3 STREET ADDRESS	150 Alhambra Circle
CITY-ST-ZIP	CORAL GABLES FL	1.4 CITY-ST-ZIP	Coral Gables, FL 33134
TITLE	MD <input type="checkbox"/> DELETE	2.1 TITLE	ASST. SEC Y <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	POUEY, HE	2.2 NAME	FREDERICK J. ATTERMEIER
STREET ADDRESS	150 ALHAMBRA CIRCLE	2.3 STREET ADDRESS	1111 BAGBY
CITY-ST-ZIP	CORAL GABLES FL	2.4 CITY-ST-ZIP	HOUSTON TX 77202
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	KESNER, NANCY M.	3.2 NAME	
STREET ADDRESS	150 ALHAMBRA CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL GABLES FL	3.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	AMBLER, M N	4.2 NAME	
STREET ADDRESS	2000 WESTCHESTER AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	WHITE PLAINS NY	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	KOCH, R E	5.2 NAME	
STREET ADDRESS	2000 WESTCHESTER AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	WHITE PLAINS NY	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	GLAD, J B	6.2 NAME	
STREET ADDRESS	2000 WESTCHESTER AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	WHITE PLAINS NY	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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E037 (9/96)