

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

FILED
May 14 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 # 851403 (6)
1. Corporation Name
SHELL OFFSHORE INC.



Principal Place of Business 1 SHELL SQ PO BOX 61833 NEW ORLEANS LA 70161 US	Mailing Address 1 SHELL PLZ PO BOX 2463 HOUSTON TX 77252 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 12/30/1981	
4. FEI Number 74-2211530	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 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	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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWARD, T J	1.2 NAME	** SEE ATTACHED **
STREET ADDRESS	900 LOUISIANA	1.3 STREET ADDRESS	910 LOUISIANA
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LITTLE, J E	2.2 NAME	910 LOUISIANA
STREET ADDRESS	900 LOUISIANA	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAUL, S. J.	3.2 NAME	910 LOUISIANA
STREET ADDRESS	900 LOUISIANA	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRISCOE, B.J.	4.2 NAME	
STREET ADDRESS	701 POYDRAS STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW ORLEANS LA	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CONEY, M.E.	5.2 NAME	
STREET ADDRESS	701 POYDRAS STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW ORLEANS LA	5.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BULOT, D.C.	6.2 NAME	
STREET ADDRESS	701 POYDRAS STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW ORLEANS LA	6.4 CITY-ST-ZIP	

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: **T J HOWARD** 4/29/98 713/241-4461

CR2E034 (10/97)

SHELL OFFSHORE INC.

DIRECTORS

J. E. Little	910 Louisiana Houston, TX 77002
M. E. Acosta	910 Louisiana Houston, TX 77002
P. R. Sullivan	701 Poydras Street New Orleans, LA 70160
R. A. Pattarozzi	701 Poydras Street New Orleans, LA 70160
L. L. Osborn	910 Louisiana Houston, TX 77002

OFFICERS

J. E. Little	President	910 Louisiana Houston, TX 77002
R. A. Pattarozzi	Vice President - Deepwater	701 Poydras Street New Orleans, LA 70160
P. R. Sullivan	Vice President - Shelf	701 Poydras Street New Orleans, LA 70160
D. W. Strebel	Vice President - Tax	910 Louisiana Houston, TX 77002
B. J. Briscoe	Treasurer	701 Poydras Street New Orleans, LA 70160
J. R. Brew	Assistant Treasurer	701 Poydras Street New Orleans, LA 70160
D. C. Bulot	Assistant Treasurer	701 Poydras Street New Orleans, LA 70160
R. A. Carruth	Assistant Treasurer	910 Louisiana Houston, TX 77002

SHELL OFFSHORE INC.

OFFICERS (cont'd)

S. J. Paul	Secretary	910 Louisiana Houston, TX 77002
M. E. Coney	Assistant Secretary	701 Poydras Street New Orleans, LA 70160
T. J. Howard	Assistant Secretary	910 Louisiana Houston, TX 77002