

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

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/30/1981
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 74-2211530
22. City & State	27. City & State	Applied For <input type="checkbox"/> Not Applicable
23. Zip	28. Zip	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24. Country	29. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
25. Country	30. Country	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. City	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS HOWARD, T J 900 LOUISIANA HOUSTON TX	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AS LITTLE, J E 900 LOUISIANA HOUSTON TX	1.2 NAME	** SEE ATTACHED **
STREET ADDRESS	AS PAUL, S. J. 900 LOUISIANA HOUSTON TX	1.3 STREET ADDRESS	910 LOUISIANA
CITY-ST-ZIP	AS BRISCOE, B.J. 701 POYDRAS STREET NEW ORLEANS LA	1.4 CITY-ST-ZIP	910 LOUISIANA
TITLE	AS CONEY, M.E. 701 POYDRAS STREET NEW ORLEANS LA	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AS BULOT, D.C. 701 POYDRAS STREET NEW ORLEANS LA	2.2 NAME	910 LOUISIANA
STREET ADDRESS		2.3 STREET ADDRESS	910 LOUISIANA
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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