

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

**FILED**  
**May 05 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 853319 (2)**

1. Corporation Name  
**MARATHON OIL COMPANY**



Principal Place of Business <b>5555 SAN FELIPE RD                  HOUSTON TX 77056                  US</b>	Mailing Address <b>ATTN: EXCISE TAX DEPT 539 S. MAIN ST                  FINDLAY OH 45840                  US</b>
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2. Principal Place of Business <b>21 Marathon Oil Company</b> Suite, Apt. #, etc. <b>22 5555 San Felipe Road</b> City & State <b>23 Houston, TX</b> Zip Country <b>24 77056 25</b>	2a. Mailing Address <b>26 Attn: Excise Tax Dept.</b> Suite, Apt. #, etc. <b>27 539 South Main Street</b> City & State <b>28 Findlay, OH</b> Zip Country <b>29 45840 30</b>	3. Date Incorporated or Qualified <b>06/30/1982</b>	3a. Date of Last Report <b>05/01/1996</b>	4. FEI Number <b>25-1410539</b> Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>	10. Name and Address of New Registered Agent <b>81 Name</b> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>83</b> <b>84 City</b> <b>FL</b> <b>85 Zip Code</b>
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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's signature, required when reinstating.) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEGHINI, V.G.	1.2 NAME	
STREET ADDRESS	5555 SAN FELIPE ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	J. D. LOW	2.2 NAME	
STREET ADDRESS	5555 SAN FELIPE ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERNANDEZ, R.M.	3.2 NAME	
STREET ADDRESS	600 GRANT ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	3.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MADISON, W F	4.2 NAME	
STREET ADDRESS	5555 SAN FELIPE ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	4.4 CITY-ST-ZIP	
TITLE	AS <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TWYMAN, L D	5.2 NAME	AS
STREET ADDRESS	539 S. MAIN ST	5.3 STREET ADDRESS	Haley, J. R.
CITY-ST-ZIP	FINDLAY OH	5.4 CITY-ST-ZIP	539 S. Main St. Findlay, OH 45840
TITLE	S <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWIND, JR. W	6.2 NAME	
STREET ADDRESS	5555 SAN FELIPE ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	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: *J. R. Haley* J. R. Haley, Asst. Secretary 4/28/97 (419) 421-3017

CR2E034 (9/96)

MARATHON OIL COMPANY  
(An Ohio Corporation)

395.1  
03/12/97

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TERM EXP.</u>
V. G. Beghini	5555 San Felipe Road, Houston, TX 77056	5/97
J. L. Frank	5555 San Felipe Road, Houston, TX 77056	"
C. P. Giardini	5555 San Felipe Road, Houston, TX 77056	"
K. M. Henning	539 South Main Street, Findlay, OH 45840	"
R. M. Hernandez	600 Grant Street, Pittsburgh, PA 15230	"
R. S. Keisler	5555 San Felipe Road, Houston, TX 77056	"
J. D. Low	5555 San Felipe Road, Houston, TX 77056	"
W. F. Madison	5555 San Felipe Road, Houston, TX 77056	"
J. V. Parziale	Capital House, 25 Chapel St., London NWQ 5DQ England	"
D. D. Sandman	5555 San Felipe Road, Houston, TX 77056	"
T. J. Usher	600 Grant Street, Pittsburgh, PA 15230	"
C. D. Williams	600 Grant Street, Pittsburgh, PA 15230	"
R. N. Yammine	500 Speedway Drive, Enon, OH 45501	"

<u>OFFICERS</u>	<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXP.</u>
President	V. G. Beghini	5555 San Felipe Road, Houston, TX 77056	5/97
Exec V Pres.	C. P. Giardini	5555 San Felipe Road, Houston, TX 77056	"
Exec V Pres.	J. L. Frank	5555 San Felipe Road, Houston, TX 77056	"
Sr. V. Pres.	J. D. Low	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	R. G. Becker	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	R. C. Earlougher, Jr.	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	D. C. Gerard	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	K. M. Henning	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	R. M. Hernandez	600 Grant Street, Pittsburgh, PA 15230	"
V. Pres.	R. S. Keisler	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	E. F. McFarland	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	W. F. Madison	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	K. L. Matheny	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	M. Spindler	539 South Main Street, Findlay, OH 45840	"
V. Pres.	J. V. Parziale	Capital House, 25 Chapel St., London NW1 5AT, England	"
V. Pres.	D. E. Smith	Marathon House, Rubislaw Hill, Anderson Dr. Aberdeen AB2 4AZ Scotland	"
V. Pres.	R. E. White	539 South Main Street, Findlay, OH 45840	"
Secretary & Gen. Counsel	W. F. Schwind, Jr.	5555 San Felipe Road, Houston, TX 77056	"
Asst. Sec.	B. B. Bossley	5555 San Felipe Road, Houston, TX 77056	"
Asst. Sec.	J. A. Evans	539 South Main Street, Findlay, OH 45840	"
Asst. Sec.	J. R. Haley	539 South Main Street, Findlay, OH 45840	"
Asst. Sec.	C. D. Mallick	600 Grant Street, Pittsburgh, PA 15230	"
Asst. Sec.	L. C. Wiese	5555 San Felipe Road, Houston, TX 77056	"
Treasurer	M. J. Hatcher	539 South Main Street, Findlay, OH 45840	"
Asst. Treas.	D. C. Pasquini	600 Grant Street, Pittsburgh, PA 15230	"
Asst. Treas.	J. L. Richmond	600 Grant Street, Pittsburgh, PA 15230	"
Controller	J. D. Low	5555 San Felipe Road, Houston, TX 77056	"
Asst. Cont.	P. J. Kuntz	5555 San Felipe Road, Houston, TX 77056	"
Asst. Cont.	G. L. Peiffer	539 South Main Street, Findlay, OH 45840	"