

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

FILED
May 04 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 # 853319 (2)

1. Corporation Name
MARATHON OIL COMPANY



Principal Place of Business 5555 SAN FELIPE RD MARATHON OIL COMPANY HOUSTON TX 77056 US	Mailing Address ATTN: EXCISE TAX DEPT 539 S. MAIN ST 539 SOUTH MAIN ST FINDLAY OH 45840 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 06/30/1982 4. FEI Number 25-1410539 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 type="checkbox"/> Yes <input type="checkbox"/> No
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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
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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 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 checked="" type="checkbox"/> DELETE	2.1 TITLE	VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	J. D. LOW	2.2 NAME	C. P. Giardini
STREET ADDRESS	5555 SAN FELIPE ROAD	2.3 STREET ADDRESS	5555 San Felipe Rd.,
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	Houston, TX 77056
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 type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HALEY, J.R.	5.2 NAME	
STREET ADDRESS	539 S MAIN ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	FINDLAY OH	5.4 CITY-ST-ZIP	
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 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 4/15/98 419-421-2920

CR2E034 (10/97)

MARATHON OIL COMPANY
(An Ohio Corporation)

395.1
4/16/98

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TERM EXP.</u>
R. G. Becker	5555 San Felipe Road, Houston, TX 77056	5/98
V. G. Beghini	5555 San Felipe Road, Houston, TX 77056	"
J. L. Frank	5555 San Felipe Road, Houston, TX 77056	"
A. E. Ferrara	600 Grant Street, Pittsburgh, PA 15230	"
C. P. Giardini	5555 San Felipe Road, Houston, TX 77056	"
R. M. Hernandez	600 Grant Street, Pittsburgh, PA 15230	"
R. S. Keisler	5555 San Felipe Road, Houston, TX 77056	"
W. F. Madison	5555 San Felipe Road, Houston, TX 77056	"
J. V. Parziale	5555 San Felipe Road, Houston, TX 77056	"
D. D. Sandman	600 Grant Street, Pittsburgh, PA 15230	"
J. P. Surma	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	"

<u>OFFICERS</u>	<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXP.</u>
President	V. G. Beghini	5555 San Felipe Road, Houston, TX 77056	5/98
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.	R. S. Keisler	5555 San Felipe Road, Houston, TX 77056	"
Sr. V. Pres.	W. F. Madison	5555 San Felipe Road, Houston, TX 77056	"
Sr. V. Pres.	J. V. Parziale	5555 San Felipe Road, Houston, TX 77056	"
Sr. V. Pres.	J. P. Surma	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.	K. M. Henning	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	R. M. Hernandez	600 Grant Street, Pittsburgh, PA 15230	"
V. Pres.	J. Howard	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	A. R. Kukla	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	E. F. McFarland	5555 San Felipe Road, Houston, TX 77056	"
V. Pres.	M. Spindler	539 South Main Street, Findlay, OH 45840	"
V. Pres.	D. E. Smith	Marathon House, Rubislaw Hill, Anderson Dr. Aberdeen AB2 4AZ Scotland	"
V. Pres.	J. A. Turley	5555 San Felipe Road, Houston, TX 77056	"
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. D. Twyman	5555 San Felipe Road, Houston, TX 77056	"
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. P. Surma	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	"