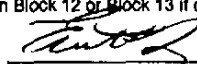


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 854020 (5) 1. Corporation Name BURLINGTON RESOURCES OIL & GAS COMPANY			
Principal Place of Business 5051 WESTHEIMER SUITE 1400 HOUSTON TX 77056		Mailing Address 801 CHERRY ST SUITE 200 FT WORTH TX 761026842	
DO NOT WRITE IN THIS SPACE			
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country	
3. Date Incorporated or Qualified 9/9/82		4. FEI Number 41-1400579	
5. Certificate of Status Desired <input type="checkbox"/>		Applied For <input type="checkbox"/> Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$8.75 Additional Fee Required \$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 checked="" type="checkbox"/> No			
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S PINE ISLAND RD 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 NAME STREET ADDRESS CITY - ST - ZIP	PC <input type="checkbox"/> DELETE SHACKOULS, BOBBY S 5051 WESTHEIMER STE 1400 HOUSTON TX 77056	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition SEE ATTACHED
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EVP <input type="checkbox"/> DELETE HAGLE, JOHN E 5051 WESTHEIMER STE 1400 HOUSTON TX 77056	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EVP <input type="checkbox"/> DELETE MUNDT, RANDOLPH P 5051 WESTHEIMER STE 1400 HOUSTON TX 77056	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	EVP <input type="checkbox"/> DELETE SCHISSLER, GERALD J 5051 WESTHEIMER STE 1400 HOUSTON TX 77056	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SVP <input type="checkbox"/> DELETE DUBOIS, EVERETT D 5051 WESTHEIMER STE 1400 HOUSTON TX 77056	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 25 4.23
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SVP <input type="checkbox"/> DELETE HANOWER, L DAVID 5051 WESTHEIMER STE 1400 HOUSTON TX 77056	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 000002310000 -04/24/98--01018--013 ***150.00
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:  Ernest Gomez, Tax Officer		4/15/98 817 347 2000 Date Daytime Phone #	

CR2E034 (10/97)

BURLINGTON RESOURCES OIL & GAS COMPANY

5051 WESTHEIMER, SUITE 1400

P. O. BOX 4239 (77210)

HOUSTON, TEXAS 77056

pg. 2

I. OFFICERS & DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Bobby S. Shackouls	President and Chief Executive Officer	5051 Westheimer, Suite 1400 Houston, Texas 77056
John E. Hagale	Director, Executive Vice President and Chief Financial Officer	5051 Westheimer, Suite 1400 Houston, Texas 77056
Randolph P. Mundt	Executive Vice President, Marketing	5051 Westheimer, Suite 1400 Houston, Texas 77056
C. Ray Owen	Director, Executive Vice President and Chief Operating Officer	5051 Westheimer, Suite 1400 Houston, Texas 77056
Gerald J. Schissler	Director, Executive Vice President, Law & Administration	5051 Westheimer, Suite 1400 Houston, Texas 77056
Everett D. DuBois	Senior Vice President and Treasurer	5051 Westheimer, Suite 1400 Houston, Texas 77056
L. David Hanower	Senior Vice President, Law and Assistant Secretary	5051 Westheimer, Suite 1400 Houston, Texas 77056
Frederick J. Plaeger II	Senior Vice President, Law and Assistant Secretary	5051 Westheimer, Suite 1400 Houston, Texas 77056
Louis A. Raspino, Jr.	Senior Vice President, Business Development	5051 Westheimer, Suite 1400 Houston, Texas 77056
Gavin H. Smith	Senior Vice President, Corporate Affairs	5051 Westheimer, Suite 1400 Houston, Texas 77056
John A. Williams	Senior Vice President, Exploration	First City Tower 1001 Fannin, Suite 4500 Houston, Texas 77002-6712
Suzanne V. Baer	Vice President and Asst. Treasurer	5051 Westheimer, Suite 1400 Houston, Texas 77056
Philip W. Cook	Vice President and Controller	5051 Westheimer, Suite 1400 Houston, Texas 77056
Mark E. Ellis	Vice President, San Juan Division	3535 E. 30th Farmington, NM 87402

BURLINGTON RESOURCES OIL & GAS COMPANY

Pg. 3

I. DIRECTORS AND OFFICERS (Cont'd.)

Richard E. Fraley	Vice President, Engineering	5051 Westheimer, Suite 1400 Houston, Texas 77056
Gene A. Hammons	Vice President, Marketing	5051 Westheimer, Suite 1400 Houston, Texas 77056
C. Scott Kirk	Vice President, Gas Marketing	5051 Westheimer, Suite 1400 Houston, Texas 77056
Randy Limbacher	Vice President, Gulf Coast Division	400 N. Sam Houston Parkway E. Suite 400 Houston, Texas 77060
Hunter L. Malson	Vice President, Mid-Continent Division	3300 N. "A" Street Midland, Texas 79705
Donald E. Melster	Vice President, Tax	5051 Westheimer, Suite 1400 Houston, Texas 77056
Thomas H. Owen, Jr.	Vice President, Law and Assistant Secretary	5051 Westheimer, Suite 1400 Houston, Texas 77056
William B. Usher	Vice President, Human Resources and Administration	5051 Westheimer, Suite 1400 Houston, Texas 77056
John A. Carrara	Assistant Controller	801 Cherry Street, Suite 700 Ft. Worth, Texas 76102
Wendi S. Zerwas	Corporate Secretary	5051 Westheimer, Suite 1400 Houston, Texas 77056
Sally McDonald	Assistant Secretary	5051 Westheimer, Suite 1400 Houston, Texas 77056
Ernesto Gomez	Tax Officer	801 Cherry Street, Suite 700 Ft. Worth, Texas 76102