


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

0552049

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90132 012 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 855911
 1. Corporation Name
CITGO PETROLEUM CORPORATION



Principal Place of Business 6100 SOUTH YALE BOX 3758 TULSA OK 74102	Mailing Address 6100 SOUTH YALE ATTN: STATE INCOME TAX TULSA OK 74136 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 03/31/1983	4. FEI Number 73-1173881	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
City & State 23	City & State 28	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
Zip 24	Country 25	Zip 29	Country 30	8. This corporation owes the current year Intangible Personal Property Tax. <input 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 85 Zip Code FL
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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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input type="checkbox"/> DELETE
NAME	TIPPECONNIC, DAVID J	
STREET ADDRESS	6100 SOUTH YALE	
CITY-ST-ZIP	TULSA OK	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	MANDINI, ROBERTO V	
STREET ADDRESS	6100 S YALE	
CITY-ST-ZIP	TULSA OK	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BECKERT, WILLIAM J	
STREET ADDRESS	6100 S YALE	
CITY-ST-ZIP	TULSA OK	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	ANDERSON, P.	
STREET ADDRESS	6100 SOUTH YALE	
CITY-ST-ZIP	TULSA OK	
TITLE	C	<input type="checkbox"/> DELETE
NAME	BRIGHT, R.M.	
STREET ADDRESS	6100 SOUTH YALE	
CITY-ST-ZIP	TULSA OK	
TITLE	T	<input type="checkbox"/> DELETE
NAME	HUMPHREY, E.	
STREET ADDRESS	6100 SOUTH YALE	
CITY-ST-ZIP	TULSA OK	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	JAMES W. BRANCH	
3.3 STREET ADDRESS	6100 S YALE	
3.4 CITY-ST-ZIP	TULSA OK	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: D. Jeanne Sturges D. Jeanne Sturges 4/29/99 (918) 495-4159
Signature AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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CITGO PETROLEUM CORPORATION
(Delaware 3/18/83)
Federal I.D. No. 73-1173881

DIRECTORS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>COMPANY</u>	<u>BUSINESS ADDRESS</u>
Luis Urdaneta	PDV America, Inc.	750 Lexington Avenue New York, NY 10022
Eduardo Lopez Quevedo	Petroleos de Venezuela, S.A.	Edificio Petroleos de Venezuela Torre Este Ave. Libertador, La Capina Caracas, Venezuela
Alonso Velasco	Petroleos de Venezuela, S.A.	Edificio Petroleos de Venezuela Torre Este Ave. Libertador, La Capina Caracas, Venezuela
Eduardo Blanco	PDVSA Manufactura y Mercadeo.	Edificio Petroleos de Venezuela Torre Este Ave. Libertador, La Capina Caracas, Venezuela
Rodolfo Giusti	PDVSA Deltaven	Av. Orinoco, cruce c/c Monterrey Edf. PDV, Piso 6 Caracas, Venezuela
David J. Tippeconnic 525-88-2042	CITGO Petroleum Corporation	6100 South Yale Tulsa, OK 74136
Roberto V. Mandini 572-74-4703	CITGO Petroleum Corporation	6100 South Yale Tulsa, OK 74136

OFFICERS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
David J. Tippeconnic 525-88-2042	President and Chief Executive Officer	6100 South Yale Tulsa, OK 74136

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CITGO PETROLEUM CORPORATION
Federal I.D. No. 73-1173881

OFFICERS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Roberto V. Mandini 572-74-4703	Executive Vice President	6100 South Yale Tulsa, OK 74136
Peer L. Anderson 448-42-6667	Vice President, General Counsel and Secretary	6100 South Yale Tulsa, OK 74136
James W. Branch 461-76-8197	Vice President,	6100 South Yale Tulsa, OK 74136
W. A. Devore. 454-80-6416	Sr. Vice President, Marketing,	6100 South Yale Tulsa, OK 74136
Robert Funk 440-46-4767	Vice President, Corporate Planning and Economics	6100 South Yale Tulsa, OK 74136
Ezra C. Hunt 511-56-9423	Sr. Vice President and Chief Financial Officer	6100 South Yale Tulsa, OK 74136
Alvin W. Prebula 204-36-8590	Vice President Corpus Christi Refinery	1801 Nueces Bay Blvd. Corpus Christi, TX 78469
M. Adolph Lechtenberger 432-82-0540	Vice President, Lake Charles Mfg. Complex	CS & Louisiana Hwy. 108 Lake Charles, LA 70602
Peter E. Luitwieier 025-32-2511	Vice President, Systems Modernization	6100 South Yale Tulsa, OK 74136
Tom G. Richardson 461-68-4164	Vice President, Human Resources	6100 South Yale Tulsa, OK 74136
Antonio S. Tepedino 140-74-4401	Vice President, Asphalt	2 Valley Square Suite 210 Blue Bell, PA 19422
Jerry E. Thompson 524-64-4767	Sr. Vice President, Development and Technological Excellence	6100 South Yale Tulsa, OK 74136

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CITGO PETROLEUM CORPORATION
Federal I.D. No. 73-1173881

OFFICERS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Terry W. Charles 448-48-2115	General Auditor	6100 South Yale Tulsa, OK 74136
Eddie R. Humphrey 448-48-0634	Treasurer	6100 South Yale Tulsa, OK 74136
Richard M. Bright 442-46-3378	Controller	6100 South Yale Tulsa, OK 74136
Paul F. Largess 343-46-0846	Assistant Controller	6100 South Yale Tulsa, OK 74136
Stephen J. Bednar 487-54-2501	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Dana A. Burch 459-08-3480	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Miles E. Davidson 437-62-6336	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Charles M. Floren 445-44-7323	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Martha Ford de Verges 444-48-0156	Assistant Secretary	6100 South Yale Tulsa, OK 74136
R. Lon Harvey 442-72-2442	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Dean M. Hasseman 209-34-4556	Assistant Secretary	6100 South Yale Tulsa, OK 74136
L. Dru McQueen 440-60-4787	Assistant Secretary	6100 South Yale Tulsa, OK 74136
M. Jane Merdian 429-78-2639	Assistant Secretary	6100 South Yale Tulsa, OK 74136

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Federal I.D. No. 73-1173881

OFFICERS

<u>NAME & SOCIAL SECURITY NUMBER</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Stuart A. Rains 440-50-9745	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Glenn H. Roach 442-58-7075	Assistant Secretary	6100 South Yale Tulsa, OK 74136
D. Jeanne Sturges 446-48-4037	Assistant Secretary	6100 South Yale Tulsa, OK 74136
Yvonne C. White 440-52-6054	Assistant Secretary	6100 South Yale Tulsa, OK 74136