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FILED
Feb 18 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F93000000645 (2)**

1. Corporation Name
TOTAL OIL, INC.



Principal Place of Business 809 FANNIN STREET 2200 HOUSTON TX 77010 US	Mailing Address 809 FANNIN STREET 2200 HOUSTON TX 77010-1007 US
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3. Date Incorporated or Qualified 01/25/1993	3a. Date of Last Report 04/16/1996
4. FEI Number 13-3512633	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH 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

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 of agent or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

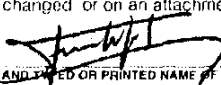
12. OFFICERS AND DIRECTORS

TITLE	CDVS	<input type="checkbox"/> DELETE
NAME	PIERRE, LEFORT	
STREET ADDRESS	526 W. FOREST	
CITY - ST - ZIP	HOUSTON TX	
TITLE	T	<input type="checkbox"/> DELETE
NAME	CRAMER, ALAN W.	
STREET ADDRESS	12207 DEFORREST	
CITY - ST - ZIP	HOUSTON TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	PAPA, RONALD	
STREET ADDRESS	22 LAUDER LANE	
CITY - ST - ZIP	GREENWICH CT	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BARBE, PIERRE	
STREET ADDRESS	24 COURS MICHELET, CEDEX 47	
CITY - ST - ZIP	92069 PARIS FR	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TOURNIER, JEAN-MICHEL	
STREET ADDRESS	24 COURS MICHELET, CEDEX 47	
CITY - ST - ZIP	92069 PARIS FR	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BAUDIER, BERNADETTE	
STREET ADDRESS	24 COURS MICHELET, CEDEX 47	
CITY - ST - ZIP	92069 PARIS FR	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	2345 Bering Drive #201
1.4 CITY - ST - ZIP	Houston, Texas 77057
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	92069 Paris, France
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	92069 Paris, France
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	92069 Paris, France

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:  **Pierre Lefort** Date: **2/12/97** Daytime Phone: **(713) 739-3000**

SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

0495742

CR2E034 (9/96)