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Apr 28 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 # F93000003325 (8)
1. Corporation Name

Enron Fuels International, Inc.

Principal Place of Business 1400 Smith Street Houston, TX 77002	Mailing Address P.O. Box 1188 Houston, TX 77251-1188
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/14/1993	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 76-0400036		Applied For Not Applicable	
22 City & State	27 City & State	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	
23 Zip	28 Country	29 Zip		30 Country	
24		25		26	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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	D	1.1 TITLE	
NAME	Derrick, James V Jr.	1.2 NAME	
STREET ADDRESS	1400 Smith Street	1.3 STREET ADDRESS	
CITY-ST-ZIP	Houston, TX 77002	1.4 CITY-ST-ZIP	
TITLE	PM	2.1 TITLE	
NAME	Frevert, Mark A.	2.2 NAME	
STREET ADDRESS	1400 Smith Street	2.3 STREET ADDRESS	
CITY-ST-ZIP	Houston, TX 77002	2.4 CITY-ST-ZIP	
TITLE	VS	3.1 TITLE	
NAME	Manchaca, Peggy B.	3.2 NAME	
STREET ADDRESS	1400 Smith Street	3.3 STREET ADDRESS	
CITY-ST-ZIP	Houston, TX 77002	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	Hermann, Robert J.	4.2 NAME	
STREET ADDRESS	1400 Smith Street	4.3 STREET ADDRESS	
CITY-ST-ZIP	Houston, TX 77002	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	V
NAME		5.2 NAME	Mintz, Jordan H.
STREET ADDRESS		5.3 STREET ADDRESS	1400 Smith Street
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Houston, TX 77002
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, upon an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jordan H. Mintz

Date

Daytime Phone

4-11-98

713-853-9183

CR2E034 (10/97)

Enron Fuels International, Inc.

FEIN : 76-0400036

Corporation # : F93000003325

All officers and directors can be reached at the following address:

1400 Smith
Houston, Texas 77002

DIRECTORS

TITLE

James V. Derrick, Jr.
Mark A. Frevert
Kenneth D. Rice

Director
Director
Director

OFFICERS

TITLE

Kenneth D. Rice

Chairman and Chief Executive
Officer

Mark A. Frevert

President and Managing
Director

Mark E. Haedicke

Managing Director and General
Counsel

Michael L. Brown

Vice President

Rebecca C. Carter

Vice President and Chief
Control Officer

William D. Gathmann

Vice President, Finance and
Treasurer

Dana R. Gibbs

Vice President

Barbara N. Gray

Vice President, General Counsel
and Assistant Secretary

Robert J. Hermann

Vice President and General Tax
Counsel

Danny J. McCarty

Vice President

Peggy B. Menchaca

Vice President and Secretary

Jordan H. Mintz

Vice President, Tax and Tax
Counsel

Lawrence Greg Whalley

Vice President

Elaine V. Overturf

Deputy Corporate Secretary

Kate B. Cole

Assistant Secretary

Geneva H. Hiroms

Assistant Secretary